SHREE RENUKA SUGARS

31st August 2026

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 the 30th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are enclosing herewith the Notice of 30th Annual General Meeting ('AGM') of the Company. The AGM is scheduled to be held on Tuesday, 22nd September 2026 at 11:00 a.m. (IST) through Video Conferencing (VC).

Notice of AGM is being sent via email to the Shareholders on Monday, 31st August 2026, whose email addresses are registered with the Company, the Company's Registrar and Share Transfer Agent, or the Depositories, as on Friday, 21st August 2026. Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web link, including the exact path to access the complete details of the Annual Report and the Notice of the AGM, is being sent to those Shareholders who have not registered their e-mail addresses.

The Company has fixed Tuesday, 15th September 2026 as the cut-off date to determine the eligibility of the Shareholders to cast their vote by remote e-voting and e-voting during the AGM. The remote e-voting period will commence from Saturday, 19th September 2026 (9:00 a.m. IST) and end on Monday, 21st September 2026 (5:00 p.m. IST).

The Notice of AGM is also uploaded on Company's website at 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

Digitally signed by Deepak Madhav Manerikar
Date: 2026.08.31 17:43:33 +05'30'

Deepak Manerikar
Company Secretary

Encl: As above

30th AGM Notice

NOTICE is hereby given that the Thirtieth Annual General Meeting of **Shree Renuka Sugars Limited** ("the Company") will be held on **Tuesday, 22nd September 2026** at **11:00 a.m. (IST)** through Video Conferencing 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 2026 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 2026 together with the Report of the Auditors thereon.

3. To appoint a Director in place of Mr. Kuok Khoon Hong (DIN: 00021957), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. Re-appointment of Mr. Ravi Gupta (DIN: 00133106) as Executive Director of the Company and payment of remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 198, and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") and all other applicable provisions, rules, if any, of the Act and Regulation 17 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, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Shareholders be and is hereby accorded to the re-appointment of Mr. Ravi Gupta (DIN: 00133106), as Executive Director of the Company for a period of 5 (Five) years with effect from 28th October 2026, liable to retire by rotation, on terms and conditions as set out in the Explanatory Statement annexed hereto and forming a part of this Notice and as agreed by and between the Board of Directors and Mr. Gupta;

RESOLVED FURTHER THAT pursuant to Sections 197, 198 and other applicable provisions, if any, of 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, the Articles of Association of the Company 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 2026 and annual bonus for his performance during the financial 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 pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Act and the Rules framed thereunder, Mr. Ravi Gupta shall be entitled to receive such minimum remuneration, as stated in the Explanatory Statement or as has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Shareholders from time to time;

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 the Managing Director, 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."

5. **Appointment of Mr. Vipin Kumar Rathi (DIN: 11859795) as a Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and all other applicable provisions, rules, if any, of the Act and Regulation 17 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, as per the Articles of Association of the Company, as amended from time to time, Mr. Vipin Kumar Rathi (DIN: 11859795), who was appointed by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, as an Additional (Whole-Time) Director of the Company with effect from 5th August 2026 and who shall hold office up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from 22nd September 2026;

RESOLVED FURTHER THAT the Managing Director, 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. **Appointment of Mr. Vipin Kumar Rathi (DIN: 11859795) as Whole-Time Director of the Company and fixing of his remuneration**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") and all other applicable provisions, rules, if any, of the Act and Regulation 17 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, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the shareholders be and is hereby accorded for the appointment of Mr. Vipin Kumar Rathi (DIN: 11859795), as the Whole-Time Director of the Company for a period of 5 (Five) years with effect from 05th August 2026, liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed hereto and forming a part of this Notice and as agreed by and between the Board of Directors and Mr. Rathi;

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

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 the Managing Director, 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. **Appointment of Mr. Kwek Ju-Yang, Mark (DIN: 08477541) as Non-Executive (Non-Independent) Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 framed thereunder and all other applicable provisions, rules, if any, of the Act and Regulation 17 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 the Articles of Association of the Company, Mr. Kwek Ju-Yang, Mark (DIN: 08477541), (hereinafter referred as Mr. Kwek), who was appointed by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee as an Additional Director of the Company with effect from 2nd July 2026 and who shall hold office up to the date of next General Meeting to be held within a period of three months from the date of appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation, with effect from 22nd September 2026, on terms and conditions as set out in the Explanatory Statement annexed hereto and forming a part of this Notice and as agreed by and between the Board of Directors and Mr. Kwek;

RESOLVED FURTHER THAT the Managing Director, 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. Approval for payment of an annual bonus to Mr. Vijendra Singh (DIN: 03537522), Executive Director & Dy. CEO of the Company, for his performance during the financial year 2025-26

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation made by the Nomination & Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded for the payment of an annual bonus to Mr. Vijendra Singh (DIN: 03537522), Executive Director & Dy. CEO of the Company as setout in the Explanatory Statement, for his performance during the financial year 2025-26, which is in addition to the annual remuneration approved by the Shareholders in the 29th AGM held on 23rd September 2025;

RESOLVED FURTHER THAT the Managing Director, 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. Approval for payment of an annual bonus to Mr. Atul Chaturvedi (DIN: 00175355), Non-Executive Director for his performance as the Executive Chairman of the Company during the financial year 2025-26

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

"RESOLVED THAT pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded for payment of an annual bonus for the financial year 2025-26, to Mr. Atul Chaturvedi (DIN: 00175355), Non-Executive Director of the Company as setout in the Explanatory Statement, for his performance as the Executive Chairman of the Company during the financial year 2025-26;

RESOLVED FURTHER THAT the Managing Director, 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. Material modification of the terms of a material related party transaction entered between the Company and Wilmar Sugar India Private Limited during the FY 2025-26

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

"RESOLVED THAT in furtherance to the resolution passed by the shareholders of the Company on 21st March 2025 and pursuant to the provisions of Regulation 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 and 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company's Policy on Materiality of Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and as per the approval of the Audit Committee and the Board of Directors of the Company, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for the material modification in the pricing mechanism of the material related party transaction entered into with Wilmar Sugar India Private Limited during the FY 2025-26, as per details given below and as set out in the Explanatory Statement annexed to this Notice;

Name of Related Party/ Entity	Nature of Relationship	Initial nature and pricing mechanism as approved	Nature and revised pricing mechanism	Duration	Amount (Rs. in Mn.)
Wilmar Sugar India Private Limited ("WSIPL")	WSIPL is subsidiary of Wilmar Sugar Pte. Ltd. ("WSPL"). WSPL and the Company are subsidiaries of Wilmar Sugar and Energy Pte. Ltd.	Management Services@ Rs. 100/- Per Metric Tonne of sugar purchased by WSIPL.	Management Services Lumpsum annual fee to be charged based on the time and effort spent on the operations of WSIPL by SRSL employees.	FY 2025-26	1.00/-

RESOLVED FURTHER THAT except for the modification mentioned above, all other terms and conditions as approved earlier by the Members on 21st March 2025 through Postal Ballot, and which are not dealt within this Resolution, shall remain unchanged and continue to be effective;

RESOLVED FURTHER THAT approval of the Shareholders of the Company be and is hereby accorded to the Board to execute all such documents and to do all such acts as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred on it as they may deem fit to any Committee of the Board and/ or Director(s) and/ or officer(s) / employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard."

11. Approval for material related party transaction to be entered between the Company and Wilmar Sugar India Private Limited for the FY 2026-27

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

"RESOLVED THAT in furtherance to the resolution passed by the shareholders of the Company on 8th April 2026 and pursuant to the provisions of Regulation 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 2(76), 177 and 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company's Policy on Materiality of Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and as per the approval of the Audit Committee and the Board of Directors of the Company, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into material related party transaction, taken in aggregate of all other transactions as approved by the shareholders on 8th April 2026, with Wilmar Sugar India Private Limited during FY 2026-27, as per the details given below and as set out in the Explanatory Statement annexed to this Notice;

Name of Related Party/ Entity	Nature of Relationship	Nature and terms of Contract	Duration	Amount (Rs. in Mn.)
Wilmar Sugar India Private Limited ("WSIPL")	WSIPL is subsidiary of Wilmar Sugar Pte. Ltd. ("WSPL"). WSPL and the Company are subsidiaries of Wilmar Sugar and Energy Pte. Ltd.	Management Services. Lumpsum annual fee to be charged based on the time and effort spent on the operations of WSIPL by SRSL employees.	FY 2026-27	10.00/-

RESOLVED FURTHER THAT approval of the Shareholders of the Company be and is hereby accorded to the Board to sign and execute all such documents, and to do all such acts as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred on it as they may deem fit to any Committee of the Board and/ or Director(s) and/ or officer(s) / employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard."

12. 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 read with the Companies (Audit and Auditors) Rules, 2014, 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 Rs. 6,50,000/- (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 2027;

RESOLVED FURTHER THAT the Managing Director, 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: 5th August 2026
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 latest being 03/2025 dated 22nd September 2025 and any other circulars issued from time to time by MCA (collectively the "MCA Circulars") and such other applicable circulars issued by MCA and Securities and Exchange Board of India ("SEBI"), the Company is convening the 30th Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the 30th AGM of the Company is being held through VC on Tuesday, 22nd September 2026, at 11:00 a.m. (IST).

The proceedings of the AGM will be conducted at the Registered Office of the Company at 2nd / 3rd Floor, Kanakshree Arcade, CTS No. 10634, JNMC Road, Nehru Nagar, Belagavi- 590 010, Karnataka, India, which shall be the deemed venue of the AGM.

SEBI vide Regulations 36(1), 44(4) and 58(1) of the Listing Regulations has provided relaxations from compliance with certain provisions of the Listing Regulations relating to sending of the Annual Report to the Shareholders as well as appointing of proxy, and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

1. The Company has appointed M/s. KFin Technologies Limited, Registrar and Transfer Agent ("KFin/Registrar/RTA"), to provide VC facility for the AGM and the attendant enablers for conducting of the AGM.

2. Participation of Shareholders through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

3. Corporate/ Institutional Shareholders intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to csgaurav@vmls.in with a copy marked to KFin at einward.ris@kfintech.com.

4. The term Members and Shareholders are used interchangeably in the Notice.

5. The register of directors and key managerial personnel (KMP) 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 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.22nd September 2026. Shareholders seeking to inspect such documents can send an email to groupcs@renukasugars.com.

6. 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 Regulations 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment and re-appointment at this AGM is annexed as **Appendix 1 & 2**.

   A statement pursuant to the provisions of Section 11 of Part II of Schedule V of the Act, with reference to resolutions 4,6,8 and 9 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.

7. 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.

8. Details of the 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/the Company.

9. The Investor Education and Protection Fund Authority (IEPFA), in collaboration with the Securities and Exchange Board of India (SEBI), has undertaken various initiatives to facilitate investor services and enhance investor awareness. SEBI has launched and conducted a series of "Niveshak Shivir" investor

outreach programmes. These initiative has been designed as single-window facilitation centres to assist investors in claiming unclaimed dividends and shares transferred to IEPF, updating KYC and nomination details, resolving pending IEPF claims and enhancing investor awareness regarding their rights and responsibilities.

10. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the 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.

11. In terms of the Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY 2025-26 in electronic form only to those Members whose email addresses are registered with the Company / KFIN / National Securities Depository Limited (NSDL) and / or Central Depository Services (India) Limited (CDSL), (NSDL and CDSL collectively referred to as Depositories) / Depository Participants (DPs) as on 21st August 2026. A letter is also being sent to the shareholders whose email addresses are not registered, providing the web-link where the Annual Report is uploaded on website. The Company shall send the physical copy of the 30th Annual Report for FY 2025-26 only to those Members who specifically request for the same at groupcs@renukasugars.com or raise request with RTA by email at einward.ris@kfintech.com mentioning their Folio numbers/ DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY2025-26 have been uploaded on the website of the Company at www.renukasugars.com, the websites of BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com, on which the equity shares of the Company are listed and on the website of KFin at https://evoting.kfintech.com.

12. Shareholders holding shares either in physical or dematerialized mode, as on cut-off date, i.e. Tuesday, 15th September 2026, may cast their votes electronically. **The e-voting period commences on Saturday, 19th September 2026, (9:00 a.m. IST) and ends on Monday, 21st September 2026, (5:00 p.m. IST)**. The 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, 15th September 2026. Any person who is not a Shareholder as on the cut-off date is requested to treat this Notice for information purposes only.

13. 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.

14. 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, 15th September 2026, such person may obtain the User ID and Password from KFin by e-mail request on einward.ris@kfintech.com / evoting@kfintech.com.

15. 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

16. **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.

17. 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	Forms
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 email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Rangareddy, Telangana, India.	
	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 at https://renukasugars.com/shareholders-service/>Shareholders Service>Forms.

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, Member can update his / her e-mail id in the same manner as mentioned above.

18. SEBI vide its master circular dated 17th May 2023 mandated furnishing of PAN, KYC details and Nomination by holders of physical securities in listed companies to RTA. 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. Failing to do so by the given deadline, their folio was slated to be frozen. However, SEBI vide circular dated November 17, 2023, eliminated the automatic freezing of folios for physical shareholders who have not updated their PAN, KYC, or nomination details. With this risk of freezing being removed, the Shareholders are still required to complete prescribed updates to process service requests or receive dividends, as stated in the documentation regarding simplified norms.

19. 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.

20. 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 avail various benefits of dematerialization, Shareholders are advised to dematerialise the shares held by them in physical form. Shareholders can contact the Kfin/Company for assistance in this regard.

    Further SEBI vide its circular dated 30th January 2026, gave a major investor-friendly reform by eliminating the need for a "Letter of Confirmation (LOC)" and mandated that securities be directly credited to investors' demat accounts through depository-enabled workflows. With this, the Shareholders holding physical shares or need services like transmission or duplicate certificates, can now see securities directly credited to their demat account without the LOC step. This reduces friction, speeds up processes, and enhances investor protection.

21. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA of any change in their address and/ or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

22. The Board has appointed CS Gaurav Kulkarni of SKGK Associates LLP, (Membership No. FCS 12834) (CP No. 15459), Practising Company Secretaries, as the Scrutinizer ("Scrutinizer") for monitoring the e-voting process in a fair and transparent manner.

23. 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 RTA and will also be displayed on the Company's website www.renukasugars.com.

24. Since the AGM will be held through VC in accordance with the MCA Circulars, the route map is not appended to this Notice.

25. 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 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 electronic voting (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 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 shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider – KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider – KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. **B. Users who have not opted for Easi/Easiest:** Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. **C. By visiting the e-voting website of CDSL:** 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 2. Click on option available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget 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 / Toll free No.: 022 - 4886 7000 and 022 - 2499 7000
CDSL	Email: helpdesk.evoting@cdslindia.com / Tel.: 1800 22 55 33

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

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

1. Initial password is provided in the body of the e-mail.

2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

4. After entering the details, click on LOGIN.

5. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0–9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.

7. On successful login, the system will prompt you to select the EVENT, i.e., 10106

8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.

10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.

11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at csgaurav@vmls.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'SRSL_EVENT No.'

12. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

B. 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 selfattested 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 KFin. Shareholders may access the same at https://emeetings.kfintech.com / by using the e-voting login credentials provided in the email received from the Company / KFin.

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.

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/OVAVM 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 meeting may log into https://emeetings.kfintech.com and click on "Post your Ouestions". Thereafter, the Shareholders may post their queries/views in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. "Post your Ouestions" link shall commence from Saturday, 19th September 2026 at 9.00 am and shall close on Monday, 21st September 2026 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 as a speaker 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, email id, mobile number and then click on submit. The speaker registration shall commence on Saturday, 19th September 2026 at 9.00 a.m. and shall close on Monday, 21st September 2026 at 5.00 p.m.

xiii. Shareholders attending the AGM through **VC/OAVM** shall be reckoned for the purpose of quorum under Section 103 of the Act.

xiv. Contact details for addressing e-voting grievances:

Ms. Krishna Priya M, Deputy Vice President, M/s KFin Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Rangareddy, Telangana Phone No.: + 914067161630 Toll-free No.: 1800–309–4001 E-mail: einward.ris@kfintech.com.

26. 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.

27. 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 KFin https://evoting.kfintech.com immediately after the declaration of result by the Chairman or by a person duly authorised. 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.

28. 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., 22nd September 2026.

Appendix – 1: Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statements sets out all material facts relating to the business mentioned under Item Nos. 4 to 12 of the accompanying Notice.

Item No. 4: Re-appointment of Mr. Ravi Gupta (DIN: 00133106) as Executive Director of the Company and payment of remuneration

Mr. Ravi Gupta was appointed as the Executive Director of the Company through Postal Ballot on 25th March 2022 for a period of 5 (Five) years with effect from 28th October 2021 until 27th October 2026.

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 5th August 2026 has approved the re-appointment of Mr. Ravi Gupta as the Executive Director of the Company for a term of 5 (Five) years with effect from 28th October 2026, liable to retire by rotation, subject to approval of the Shareholders.

The Company has received following disclosures from Mr. Gupta:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);

(ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act;

(iii) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited circulars dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Mr. Gupta 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 Obligations and Disclosure Requirements) Regulations, 2015.

The Board has noted that Mr. Gupta brings more than three decades of extensive experience across trading, supply chain and manufacturing in commodity businesses, with exposure to both strategic and operational responsibilities. During his tenure, he has made significant contributions to the Company's refinery business. Under Mr. Gupta's guidance, the refinery business has remained the most important contributor to the Company's overall portfolio, supported by steady operations at the Kandla facility and a disciplined approach to managing refining spreads. Despite subdued international sugar prices, export demand pressures and commodity-led volatility, the segment has demonstrated resilience and sustained healthy operating performance.

Further as a member of the Risk Management Committee, Mr. Ravi Gupta contributes to strengthening the Company's risk governance framework through periodic risk reviews, strategic mitigation inputs and alignment of risk management actions with business priorities.

The Company is well positioned to benefit from favourable raw sugar sourcing, disciplined execution and any improvement in international spreads. Considering Mr. Gupta's experience, strategic guidance and deep understanding of the Company's business and operations, his continued association with the Board is expected to support the Company's operating strength and long-term value creation.

Moreover, considering the outcome of Mr. Gupta's performance evaluation during his tenure, familiarization with industry knowledge and global trends and his insightful contributions in Board and in Committee meetings, the Nomination and Remuneration Committee and the Board are of the view that he is a fit and proper person to hold the said office. Mr. Gupta is not related to any Director or Key Managerial Personnel ("KMP") of the Company.

Hence, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that it is desirable in the interest of the Company to re-appoint him as the Executive Director and therefore recommend his re-appointment.

Remuneration: Considering the performance, experience, and rich knowledge of Mr. Gupta, the Board, based on the recommendation of the NRC at their meeting held on 19th May 2026 has approved an increase in the annual remuneration of Mr. Gupta from

Rs. 23.43 Mn. p.a. to 25.07 Mn. p.a. with effect from 1st April 2026. It is also proposed to pay an annual bonus of Rs. 9.76 Mn. for his performance during the financial year 2025-26 as compared to Rs. 13.14 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:

Sr. No.	Salary Components	Amounts (in Rs. per annum)
a)	Basic	1,05,30,600
b)	House Rent Allowance	52,65,300
c)	Special Allowance	52,02,624
d)	Leave Travel Allowance	8,77,200
e)	Additional HRA	4,24,824
e)	Ex-Gratia	8,77,200
g)	Mediclaim Insurance	19,320
h)	Meal Card	1,05,600

Mr. Gupta is eligible for an annual performance bonus for the financial year 2025-26 amounting to Rs. 97,63,575/-.

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) – Rs. 12,63,672 per annum;
- Gratuity as per the Payment of Gratuity Act, 1972 amounting to Rs. 5,06,520/- per annum or such other amount as derived and eligible as per the Payment of Gratuity Act, 1972;
- Leave or encashment thereof as per the Leave Policy of the Company.

i) **Other Perquisites:**

Subject to the ceiling on remuneration of Rs. 34.83 Mn. p.a. or such additional limit as may be approved by the Board and Shareholders from time to time as mentioned herein below, Mr. Gupta may be given such other allowance, perquisite, benefits as the Board or Nomination & Remuneration Committee 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, provided that the aggregate remuneration payable shall not exceed the aforesaid ceiling.

j) **Valuation of perquisites:**

Perquisites shall be evaluated as per the 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 Rs. 34.83 Mn. per annum.

l) **General Terms & Conditions:**

Mr. Gupta will not be paid any sitting fees for attending meetings of the Board of Directors or its Committees. If he is re-appointed as a Director immediately upon retirement by rotation, he shall continue to hold office as an Executive Director, and such re-appointment shall not be treated as a break in his tenure as an Executive Director. Notwithstanding anything to the contrary contained herein or in any offer letter, deed, document or writing, Mr. Gupta shall ipso facto and immediately cease to be an Executive Director if he ceases to hold office as a Director for any reason, and in such event, he shall not be entitled to any compensation for loss of office.

Mr. Gupta's brief profile and his other details as required as per Secretarial Standard -2 and the Listing Regulations are annexed to this Notice in **Appendix – 2**.

A statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, is given herewith as **Appendix – 3**.

The consent of the shareholders is being sought by way of a Special Resolution for re-appointment of Mr. Gupta as the Executive Director of the Company and the revision of the annual remuneration of Mr. Gupta with effect from 1st April 2026, and payment of annual bonus as per details given herein above to the shareholder.

Except Mr. Gupta, no other Director or Key Managerial Person of the Company, or any of their relatives are in any way, concerned or interested in the resolution set out at Item No. 4, 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. 4 of the Notice for approval by the shareholders of the Company, to be passed as a Special Resolution.

Item No. 5 & 6: Appointment of Mr. Vipin Kumar Rathi (DIN: 11859795) as the Whole-Time Director of the Company and fixing of his remuneration

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 05th August 2026, has approved the appointment of Mr. Vipin Kumar Rathi (DIN: 11859795) as an Additional (Whole-Time) Director of the Company with effect from 05th August 2026 to hold office till the date of next General Meeting of the Company or for a period of three (3) months from the date of appointment, whichever is earlier.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at its meeting held on 05th August 2026 has also approved the appointment of Mr. Rathi as the Whole-Time Director of the Company for a period of 5 (Five) consecutive years w.e.f. 5th August 2026, liable to retire by rotation, subject to the approval of the Members.

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

In consideration of performance of his duties as the Whole-Time Director of the Company, he shall be entitled to the following remuneration on the terms and conditions as agreed between the Board and Mr. Rathi as per rules of the Company:

The details of the proposed remuneration to be payable to Mr. Rathi are as follows –

Sl. No	Components	Salary (In Rs)
A.	Gross Structure	
	Basic	300,556
	HRA	150,278
	Special Allowance	296,706
	LTA	25,036
	Additional HRA	34,992
	Gross (Monthly)	807,568
B.	Statutory Benefits	
	PF (Company contribution)	36,067
	Gratuity	14,457
	Total Statutory Benefits	50,524
C.	Annual Benefits & Reimbursements	
	Bonus / Ex-Gratia (paid annually in October)	25,036
	Medi-claim Insurance	274
	Petrol Reimbursement	15,000
	Driver Salary	20,000
	Annual Performance Incentive	20,834
	Total Annual Benefits & Reimbursements	81,144
D.	Cost to Company (A+B+C) (Per month)	939,236
E.	Cost to Company (Per Annum)	11,270,832

In addition to the above, it is proposed to pay Rs. 2.66 Mn. as bonus for his performance for the year 2025-26.

Mr. Rathi has been heading the milling operations of the Company for the last 7 years, and therefore, the Board is of the belief that the appointment of Mr. Rathi as a Whole-Time Director will be of utmost benefit considering his expertise and experience in the industry in which the Company operates.

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

A statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, with reference to resolution no. 6, is annexed to this Notice in **Appendix – 3**.

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

The Company has received following disclosures from Mr. Rathi:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);

(ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act;

(iii) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited circulars dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Mr. Rathi satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

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

Based on Mr. Rathi's qualifications, extensive experience, and proven knowledge, the Board and the Nomination and Remuneration Committee are of the considered view that his appointment as Whole-Time Director will significantly contribute to the effective functioning of the Company and enhance its future growth prospects. The Board further affirms that the remuneration proposed is fair and commensurate with his expertise and professional accomplishments. Mr. Rathi is not related to any Director or Key Managerial Personnel ("KMP") of the Company.

The Board recommends passing Item No. 5 as an Ordinary Resolution and Item No. 6 as Special Resolution as set out in this Notice, for approval of the shareholders of the Company.

Mr. Rathi does not hold any equity shares in the Company.

Mr. Rathi, being the appointee, is deemed to be interested in the said Resolutions. None of the other Directors, KMP of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary and Special Resolution, as set out in Item No. 5 and 6 respectively of this Notice.

Item No. 7: Appointment of Mr. Kwek Ju- Yang, Mark (DIN: 08477541) as a Non- Executive (Non-Independent) Director

In accordance with Section 161 of the Act and based on the recommendation of the Nomination and Remuneration Committee, ("NRC") the Board of Directors of the Company approved the appointment of Mr. Kwek Ju-Yang, Mark (DIN: 08477541, hereinafter referred as Mr. Kwek) as an Additional Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation, with effect from 2nd July 2026 through circular resolution passed on that date. As per the aforesaid board resolution, Mr. Kwek will hold office till the date of next General Meeting of the Company held during the period of three (3) months from the date of appointment.

In its meeting held on 5th August 2026, the Board of Directors, on the recommendation of the NRC, approved recommending to the shareholders, the appointment of Mr. Kwek as a Non-Executive (Non-Independent) Director, with effect from 22nd September 2026, who shall be liable to retire by rotation as per the provisions of the Act read with the Articles of Association of the Company.

The Company has received following disclosures from Mr. Kwek:

(iv) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);

(v) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act;

(vi) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited circulars dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Mr. Kwek 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 Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kwek as Director of the Company. Pursuant to candidature received from the shareholder, the said resolution is being placed before the members for their approval.

Mr. Kwek shall not be paid any remuneration and sitting fees for attending the meetings of the Board or Committees thereof.

Based on Mr. Kwek qualifications, extensive experience in the area of international sugar trading which is the core business of the Company, and proven knowledge, the NRC and the Board is of the considered view that his appointment as a Non-Executive (Non-Independent) Director will significantly contribute to the effective functioning of the Company and enhance its future growth prospects.

Mr. Kwek's brief profile and his other details as required by Secretarial Standard -2 and the Listing Regulations are annexed to this Notice in **Appendix – 2**.

Consent of the shareholders is being sought by way of an Ordinary Resolution for appointment of Mr. Kwek as a Non-Executive (Non-Independent) Director of the Company with effect from 22nd September 2026.

Except Mr. Kwek, no other Director or Key Managerial Personnel of the Company or 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 Nomination and Remuneration Committee and the Board are of the view that Mr. Kwek possesses the requisite skills, expertise and experience and hence, recommends the resolution set out at Item No. 7 of the Notice for approval by the shareholders of the Company, to be passed as an Ordinary Resolution.

Item No. 8: Approval for payment of an annual bonus to Mr. Vijendra Singh (DIN: 03537522), Executive Director & Dy. CEO of the Company, for his performance during the financial year 2025-26

On 25th March 2023, the Shareholders of the Company through postal ballot approved the re-appointment of Mr. Vijendra Singh (hereinafter referred as 'Mr. Singh') as Executive Director & Dy. CEO of the Company for a period of 5 (five) years with effect from. 10th May 2023, including the terms of remuneration.

However, to pursue new professional opportunities, Mr. Singh decided to resign from his position as Executive Director & Dy. CEO from the Board of the Company with effect from closing hours of 31st August 2026.

At the 29th Annual General Meeting held on 23rd September 2025, the Shareholders of the Company approved remuneration of Rs. 43.33 Mn. for Mr. Singh, effective from 1st April 2025, and an annual bonus of Rs. 17.53 Mn. for his performance during the financial year 2024-25.

Considering Mr. Singh's performance the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 19th May 2026, approved an annual bonus of Rs. 17.53 Mn. for his performance during the financial year 2025-26 and no change to the annual remuneration approved by the shareholders on 23rd September 2025.

Accordingly, Shareholders' approval for payment of the annual remuneration is not required. However, the proposed annual bonus for Mr. Singh's performance during the financial year 2025-26 is subject to the approval of the Shareholders. The annual remuneration will also be paid proportionately till 31st August 2026 i.e. the last working day of Mr. Singh.

The Board noted that, Mr. Singh's leadership was instrumental in achieving key operational and strategic objectives of the Company. After evaluating his overall performance and considering the applicable provisions of Schedule V of the Act, the NRC recommended payment of an annual bonus.

In the event of absence or inadequacy of profits of the Company in previous financial year, the annual remuneration and annual bonus, as mentioned herein above, shall not be reduced but is payable as per the provisions of Schedule V of the Act and rules made thereunder to Mr. Singh which shall not exceed Rs.60.86 Mn. p.a.

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 **Appendix-3**.

The consent of the Shareholders is being sought by way of a Special Resolution for payment of an annual bonus to Mr. Singh for his performance as the Executive Director & Dy. CEO of the Company during the financial year 2025-26 as per details given herein above.

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. 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: Approval for payment of an annual bonus to Mr. Atul Chaturvedi (DIN: 00175355), Non-Executive (Non-Independent) Director for his performance as the Executive Chairman of the Company during the financial year 2025-26

At the 25th Annual General Meeting held on 2nd September 2021, the Shareholders of the Company had approved the re-appointment of Mr. Atul Chaturvedi (hereinafter referred as 'Mr. Chaturvedi') as the Executive Chairman for a period of five years with effect from 30th October 2021, including the terms of remuneration. In the said resolution, the Shareholders authorized the Board of Directors and Nomination & Remuneration Committee ("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.

However, due to his advancing age, Mr. Chaturvedi decided to step down from the position of Executive Director and the Chairman of the Board of the Company with effect from 1st April 2026. On the recommendation of the NRC, the Board appointed him as a Non-Executive (Non-Independent) Director on the Board of the Company with effect from 1st April 2026. This was later approved by the Shareholders of the Company on 6th May 2026 by Postal Ballot.

As per the terms of appointment, Mr. Chaturvedi is not entitled to remuneration and sitting fee from the day he is designated as a Non-Executive (Non-Independent) Director of the Company, i.e., from 1st April 2026. However, considering the performance of Mr. Chaturvedi during the financial year 2025-26 as the Executive Chairman, the Board of Directors, based on the recommendation of the NRC, at their meetings held on 19th May 2026, approved to pay an annual bonus of Rs. 14.78 Mn. to Mr. Chaturvedi. The proposed bonus is subject to the approval of the shareholders.

The Board noted that notwithstanding the loss incurred during the financial year 2025-26, Mr. Chaturvedi's leadership was instrumental in achieving key operational and strategic objectives of the Company. After evaluating his overall performance and considering the applicable provisions of Schedule V to the Companies Act, 2013, the NRC recommended payment of an annual bonus.

In the event of absence or inadequacy of profits of the Company in the previous financial year, the remuneration in form of bonus, as mentioned herein above, shall not be reduced but is payable as per the provisions of Schedule V to the Companies Act, 2013 ("the Act") and rules made thereunder to Mr. Chaturvedi which shall not exceed Rs. 14.78 Mn.

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 payment of an annual bonus to Mr. Chaturvedi for his performance as the Executive Chairman of the Company during the financial year 2025-26 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. 9, 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. 9 of the Notice for approval by the shareholders of the Company, to be passed as a Special Resolution.

Item No. 10: Material modification of the terms of a material related party transaction entered between the Company and Wilmar Sugar India Private Limited for the FY 2025-26

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), requires prior approval of the Members by way of an ordinary resolution for all subsequent material modifications (as defined in the Company's policy on related party transactions) in the material related party transactions of the Company already approved by the Audit Committee and the Members, even if such transactions are in the ordinary course of business and on an arm's length basis.

As per the Company's Policy on Related Party Transactions "Material modification" will mean and include any modification to an existing related party transaction having variance of 10% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be.

On approval of the Audit Committee, the Members of the Company, on 21st March 2025 through Postal Ballot, had approved material related party transactions with Wilmar Sugar India Private Limited ("WSIPL") for a series of multiple transactions during FY 2025-26 representing an aggregate limit of ₹30,000 Mn. One of the transactions included providing Management Services to WSIPL with the terms of charging an annual fee Rs. 100/- Per Metric Tonne of sugar purchased by WSIPL.

Since WSIPL did not undertake sugar purchases during FY 2025-26, the originally approved fee mechanism linked to sugar procurement could not be applied. As the management services continued to be rendered by the Company to WSIPL, the Audit Committee considered it appropriate to revise the basis of determining the management services fee. The proposed modification is limited to the pricing methodology and has been determined to be on an arm's length basis.

The estimated value of which is approximately ₹ 1 Mn. and does not involve any increase in the aggregate shareholder approved transaction limit of ₹30,000 Mn. or any change in the scope of the other approved transactions.

The revised pricing methodology has been determined having regard to the nature and extent of management services provided, the resources deployed by the Company, and prevailing commercial practices for similar services.

Since there is a change in the mechanism of pricing the fees, this is construed as material modification as per the Company's Policy on Related Party Transactions and hence will require approval of the shareholders by way of an ordinary resolution as per Regulation 23 of the Listing Regulations.

SEBI, vide circular dated 25th June, 2025, introduced revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Standards") to ensure a uniform approach and help listed companies comply with Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated 30th January 2026 ("SEBI Circular").

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the RPT and the modified material terms, and justification as to why the modified terms of RPT is in the interest of the Company and the basis of revised pricing.

The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director, Executive Directors and the Chief Financial Officer of the Company, confirming that the revised terms of pricing mechanism of the RPT are not prejudicial or unfavorable for the Company and that the transaction is on an arm's length basis.

The Members are requested to note that the revised terms of the transaction are in the interest of the Company.

Details of the RPT with modified terms for which approval of the shareholders is sought are as follows:

Sr no	Particulars of the information	Details
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	**Name of the related party**	Wilmar Sugar India Private Limited. ("WSIPL")
2	**Country of incorporation of the related party**	India
3	**Nature of business of the related party**	Trading of sugar and other sugar products
A(2)	**Relationship and ownership of the related party**	

Sr no	Particulars of the information	Details
1	**Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:**	WSIPL is subsidiary of Wilmar Sugar Pte. Ltd. ("WSPL"). WSPL and the Company are subsidiaries of the same holding company, i.e. Wilmar Sugar and Energy Pte. Ltd., Singapore
	(A) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	(B) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). **Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.**	Nil
A(3)	**Details of previous transactions with the related party**	
	Nature of transaction	
1	**Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2024-25.** **Explanation: Details need to be disclosed separately for listed entity and its subsidiary.**	**Sr. No. / Nature of transaction / Amount** 1 / Rental Income for using office premises by WSIPL / ₹ 0.16 Mn. 2 / Charging of salary of SRSL employee / ₹ 4.8 Mn.
2	**Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter (April 24 – March 25) immediately preceding the quarter in which the approval is sought.**	₹ 5 Mn.
3	**Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.**	Nil
A(4)	**Amount of the proposed transactions**	
1	**Amount of the proposed transactions**	₹ 1 Mn.
2	**Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?**	Yes

Sr no	Particulars of the information	Details
3	**Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year**	0.001%
4	**Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)**	NA
5	**Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.**	Since the turnover of WSIPL for FY 2024-25 was Nil, percentage value of the proposed transaction cannot be determined.
6	**Financial performance of the related party for the immediately preceding financial year (FY 2024-25)**	
	Standalone Turnover	Nil
	Standalone Net Worth	₹ 224.7 Mn.
	Standalone Net Profits	₹ 0.7 Mn.
A(5)	**Basic details of the proposed transaction**	
1	**Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)**	Management Services including accounting supervision, audit coordination, taxation support and secretarial compliance services.
2	**Details of the proposed transaction**	Providing management services to WSIPL in the operations of accounting supervision, co-ordination for audit of accounts, direct/indirect taxation, secretarial compliances for an annual lumpsum fee as per the terms of agreement entered into by the Company and WSIPL.
3	**Tenure of the proposed transaction (tenure in number of years or months to be specified)**	1st April 2025 to 31st March 2026
4	**Whether omnibus approval is being sought?**	Yes
5	**Value of the proposed transaction during a financial year.** **If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.**	₹ 1 Mn.
6	**Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity**	Under the earlier arrangement, the management services fee was linked to the quantity of sugar purchased by WSIPL. As WSIPL did not undertake any sugar purchases during FY 2025-26, existing pricing mechanism could not be applied despite the continued provision of management services. Accordingly, it is proposed to determine the fee as a lump sum based on the nature, scope, time and effort involved in rendering such services. The revised pricing mechanism ensures that the Company receives appropriate consideration for the management services actually rendered and is therefore in the interest of the Company.

Sr no	Particulars of the information	Details
7	**Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.**	None of the Directors, Key Managerial Personnel (KMP) of the Company are in any way, concerned or interested in the proposed transaction, except to the extent of common directorship positions held. The common directorships are as given below.
	a. Name of the director / KMP	Mr. Ravi Gupta – Executive Director Mr. Kwek Ju-Yang, Mark – Additional Director (Non-Executive Non-Independent)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8	**A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.**	Not Applicable
9	**Other information relevant for decision making.**	None
B	**Details for specific transactions**	
B(1)	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	**Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.**	No bidding or other processes were applied to choose a party since the transaction pertains to management services provided to an existing related party under an ongoing commercial arrangement. The commercial terms were reviewed and approved by the Audit Committee and determined to be on an arm's length basis.
2	**Basis of determination of price.**	The management services fee will be determined using time-and-cost methodology based on the nature and extent of services rendered, including accounting supervision, audit co-ordination, direct and indirect taxation support, and secretarial compliances, as per the terms set out in the agreement entered into between the Company and WSIPL. The methodology takes into account the following factors: • the average time devoted by relevant personnel to WSIPL-related work; and • the applicable cost per hour, benchmarked with the market rate for personnel having an equivalent skill set. The revised pricing methodology has been reviewed and approved by the Audit Committee and determined to be on an arm's length basis.
3	**In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:**	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self liquidating?	

Accordingly, prior approval of the Members is being sought to authorise the Board of Directors (including any Committee thereof) to undertake this Related Party Transaction with the modified terms. The Audit Committee noted that the transaction is on an arm's length basis, that all relevant disclosures were placed before it, and that the promoter(s) will not benefit at the expense of public shareholders.

After considering the details placed by the Management, the Independent Directors of the Audit Committee approved the revised terms of the transaction at their meeting held on 7th May 2026 for the transaction period. Accordingly, the Board, at its meeting held on 8th May 2026, recommended the Ordinary Resolution set out in Item No. 10 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Members may note that, under the Listing Regulations, no related party, whether or not a party to the transaction, shall vote on Item No. 10.

Item No. 11: Approval for material related party transaction to be entered between the Company and Wilmar Sugar India Private Limited for the FY 2026-27

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), requires prior approval of the Members by way of an ordinary resolution for all material related party transactions and material modifications defined by the Audit Committee, even if such transactions are in the ordinary course of business and on an arm's length basis.

Under Regulation 23 of the Listing Regulations, a related party transaction (RPT) is material if, individually or together with earlier transactions in a financial year, it exceeds 10% of the Company's annual consolidated turnover as per its last audited financial statements, where such turnover is up to Rs. 20,000 Crore.

Considering that the Company's annual consolidated turnover for FY 2025-26 was Rs. 9,168.90 Crores, an RPT will be considered material if its total value exceeds Rs. 916.9 Crores. The total value of the RPT proposed for the approval of the shareholders will, taken in aggregate of all transactions or series of transactions during a financial year already approved by the shareholders on 8th April 2026, will exceed this materiality threshold and hence will require approval of the shareholders by way of an ordinary resolution as per Regulation 23.

The Company, provides management support services to Wilmar Sugar India Private Limited ("WSIPL") under a Management Services Agreement. These services include accounting supervision, coordination of audit of accounts, direct and indirect taxation support, secretarial and regulatory compliances, and other related management support functions. The continued provision of such services enables WSIPL to effectively manage its business operations while allowing the Company to recover the cost of resources and expertise deployed in rendering these services.

Accordingly, the Company proposes to enter into a Management Services arrangement with WSIPL for FY 2026-27 for an aggregate value not exceeding Rs.10 Mn. on terms that are on an arm's length basis.

The Members of the Company, by way of Postal Ballot on 8th April 2026, have approved the material related party transactions proposed to be entered into between the Company and WSIPL for FY2026-27, aggregating up to Rs.30,002 Mn. The said approval, however, did not include provision of management support services by the Company to WSIPL. Later anticipating the requirement, the Audit Committee and the Board at their respective meetings held on 7th and 8th May 2026 have approved the Management Services transaction for FY 2026-27 for an aggregate value not exceeding Rs.10 Mn., on the terms set out in this Notice.

Being an addition to the total value of the approved material RPT, taken in aggregate of all transactions or series of transactions during a financial year, approval of the shareholders by way of an ordinary resolution as per Regulation 23 is sought.

SEBI, vide circular dated 26th June 2025, introduced revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Standards") to ensure a uniform approach and help listed companies comply with Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated 30th January 2026 ("SEBI Circular").

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPT including rationale, material terms, and justification as to why the proposed RPT is in the interest of the Company and the basis of pricing.

The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director, Executive Directors and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT are not prejudicial or unfavorable for the Company and that the transaction is on an arm's length basis.

The Members are requested to note that the proposed transaction is in the interest of the Company. Further the justification pertaining to the transaction is separately provided in the table below in the explanatory statement.

Details of the proposed RPT for which approval of the shareholders is sought are as follows:

Sr no	Particulars of the information	Details
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	**Name of the related party**	Wilmar Sugar India Private Limited
2	**Country of incorporation of the related party**	India
3	**Nature of business of the related party**	Trading of sugar and other sugar products
A(2)	**Relationship and ownership of the related party**	
1	**Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:**	WSIPL is subsidiary of Wilmar Sugar Pte. Ltd. ("WSPL"). WSPL and the Company are subsidiaries of the same holding company, i.e. Wilmar Sugar and Energy Pte. Ltd., Singapore
	(A) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	(B) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). **Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.**	Nil
A(3)	**Details of previous transactions with the related party**	
	Nature of transaction	
1	**Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2025-26.** **Explanation: Details need to be disclosed separately for listed entity and its subsidiary.**	**Sr. No. | Nature of transaction | Amount** 1 | Rental Income for using office premises by WSIPL | ₹ 0.16 Mn. 2 | Management Services | ₹ 0.65 Mn. 3 | Charging of salary of SRSL employee | ₹ 5.10 Mn.

Sr no	Particulars of the information	Details
2	**Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter (April 25 - March 26) immediately preceding the quarter in which the approval is sought.**	₹ 5.90 Mn.
3	**Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.**	Nil
A(4)	**Amount of the proposed transactions**	
1	**Amount of the proposed transactions**	₹ 10 Mn.
2	**Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?**	Yes
3	**Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year**	0.01%
4	**Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)**	NA
5	**Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.**	Since the turnover of WSIPL for FY 2025-26 was Nil, percentage value of the proposed transaction cannot be determined.
6	**Financial performance of the related party for the immediately preceding financial year (FY 2025-26)**	
	Standalone Turnover	Nil
	Standalone Net Worth	₹ 228.8 Mn.
	Standalone Net Profits	₹ 4.1 Mn.
A(5)	**Basic details of the proposed transaction**	
1	**Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)**	Management Services including accounting supervision, audit coordination, taxation support and secretarial compliance services.
2	**Details of the proposed transaction**	Providing management services to WSIPL in the operations of accounting supervision, co-ordination for audit of accounts, direct/indirect taxation, secretarial compliances for an annual lumpsum fee as per the terms of agreement entered into by the Company and WSIPL.
3	**Tenure of the proposed transaction (tenure in number of years or months to be specified)**	1st April 2026 to 31st March 2027

Sr no	Particulars of the information	Details
4	**Whether omnibus approval is being sought?**	Yes
5	**Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.**	₹ 10 Mn.
6	**Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity**	The Company provides various management services to WSIPL to enable it to run its operations. Earlier the management services fee was linked to the quantity of sugar purchased by WSIPL but since the services are rendered irrespective of the volume of sugar purchased, the Company proposes to adopt a lumpsum fee structure for FY 2026-27, determined based on the nature and extent of services rendered, the time and effort involved and the resources deployed. The revised pricing mechanism ensures that the Company receives appropriate consideration for the management services actually rendered and is therefore in the interest of the Company.
7	**Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.**	None of the Directors, Key Managerial Personnel (KMP) of the Company are in any way, concerned or interested in the proposed transaction, except to the extent of common directorship positions held. The common directorships are as given below.
	a. Name of the director / KMP	Mr. Ravi Gupta – Executive Director Mr. Kwek Ju- Yang, Mark – Additional Director (Non-Executive and Non-Independent)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8	**A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.**	Not Applicable
9	**Other information relevant for decision making.**	None
B	**Details for specific transactions**	
B(1)	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	**Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.**	No bidding or other processes were applied to choose a party.
2	**Basis of determination of price.**	The management services fee will be determined using time-and-cost methodology based on the nature and extent of services rendered, including accounting supervision, audit co-ordination, direct and indirect taxation support, and secretarial compliances, as per the terms set out in the agreement entered into between the Company and WSIPL. The methodology takes into account the following factors: • the average time devoted by relevant personnel to WSIPL-related work; and • the applicable cost per hour, benchmarked with the market rate for personnel having an equivalent skill set. The revised pricing methodology has been reviewed and approved by the Audit Committee and determined to be on an arm's length basis.

Sr no	Particulars of the information	Details
3	**In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:**	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self liquidating?	

The proposed transaction may be construed as a material modification as per the Company's policy on Related Party Transactions. Accordingly, prior approval of the Members is being sought to authorise the Board of Directors (including any Committee thereof) to undertake this Related Party Transaction with the related party in a series of transactions for the FY 2026-27.

The Audit Committee noted that the transaction is on an arm's length basis, that all relevant disclosures were placed before it, and that the promoter(s) will not benefit at the expense of public shareholders.

After considering the details placed by the Management, the Independent Directors of the Audit Committee approved the transaction with the related party at their meeting held on 7th May 2026 for the transaction period. Accordingly, the Board, at its meeting held on 8th May 2026, recommended the ordinary resolution set out in Item No. 11 of the Notice.

Any subsequent material modification to the proposed transactions, as defined in the Company's Policy on Related Party Transactions, will be placed before the Shareholders for approval under Regulation 23(4) of the Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Members may note that, under the Listing Regulations, no related party, whether or not a party to the transaction, shall vote on Item No. 11.

Item No. 12: Approval/Ratification of remuneration of Cost Auditors

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 5th August 2026 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 2026-27 on a remuneration of ₹ 6,50,000/- (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 Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is subject to ratification by the Shareholders of the Company. The proposed remuneration is commensurate with the scope of work to be undertaken by the Cost Auditor.

Accordingly, the consent of the Shareholders is sought for approval of the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year 2026-27.

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. 12, 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. 12 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: 5th August 2026
Place: Mumbai

APPENDIX-2

[In pursuance of Regulation 36(3) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standards (SS)-2]

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

Particulars	**Kuok Khoon Hong (DIN: 00021957) Non-Executive Director (Non-Independent)**	**Ravi Gupta (DIN: 00133106) Executive Director (Non- Independent)**	**Kwek Ju-Yang (DIN: 08477541) Non-Executive Director (Non-Independent)**
Date of Birth	30th April 1949	22nd January 1970	15th February 1981
Age	77	56	45
Nationality	Singaporean	Indian	Singaporean
Date of first appointment	25th October 2019	28th October 2021	2nd July 2026
Qualification	• Graduate from the then University of Singapore with a Bachelor of Business Administration degree	• B.Com from Guru Nanak Dev University • Post-Graduation in Forest Management from Indian Institute of Forest Management	Bachelor of Arts (Summa Cum Laude) in Politics, Philosophy and Economics from the University of Pennsylvania.
Brief Profile, Experience, and Expertise in specific functional areas	Mr. Kuok, is the Chairman and Chief Executive Officer of the Wilmar Group. He is overall in charge of the management of the Group with a particular focus on new business developments. He has extensive experience in the industry and has been involved in the grains, edible oils and oilseeds businesses since 1973. Mr. Kuok has completed many projects involving the establishment of oil palm plantations in Asia and Africa, as well as the processing of grains, edible oils and oilseeds.	Mr. Ravi Gupta has 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 Govt. run cooperative "TRIFED" and was the Managing Director of Noble (now COFCO) in India prior to joining 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.	Mr. Kwek was appointed Group Head, Sugar and Ethanol Energies in July 2026 and is responsible for the global sugar and ethanol businesses of the Wilmar group. He joined the Wilmar in 2009 to oversee Group business development and prior to his current appointment, was the General Manager of Wilmar's sugar trading arm while overseeing Wilmar's global portfolio of operating sugar and ethanol subsidiaries, joint ventures and associates. Mr. Kwek started his career at Bain & Company.

Particulars	Kuok Khoon Hong (DIN: 00021957) Non-Executive Director (Non-Independent)	Ravi Gupta (DIN: 00133106) Executive Director (Non- Independent)	Kwek Ju-Yang (DIN: 08477541) Non-Executive Director (Non-Independent)
		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.	
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	**Directorship in Listed Entity:** • Shree Renuka Sugars Limited • AWL Agri Business Limited **Committee Position: (AWL)** • Nomination and Remuneration Committee (Chairman) • Stakeholders' Relationship Committee (Member) • Risk Management Committee (Member) • Management Committee (Member)	**Directorship in Listed Entity:** • Shree Renuka Sugars Limited **Committee Position:** **Shree Renuka Sugars Limited:** • Risk Management Committee (Member)	**Directorship in Listed Entity:** • Shree Renuka Sugars Limited **Committee Position:** **Shree Renuka Sugars Limited:** • Nomination and Remuneration 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	Nil
Membership/ Chairman of the Committees of the Board of other public limited companies	Nil	None	Nil

Particulars	Kuok Khoon Hong (DIN: 00021957) Non-Executive Director (Non-Independent)	Ravi Gupta (DIN: 00133106) Executive Director (Non- Independent)	Kwek Ju-Yang (DIN: 08477541) Non-Executive Director (Non-Independent)
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
Terms and Conditions of appointment	To be continued as Non-Executive Director of the Company liable to retire by rotation.	Please refer the proposed Special Resolution No. 4 and its explanatory statement	Please refer the proposed Ordinary Resolution No. 7 and its explanatory statement
Number of meetings of the Board attended during the financial year 2025-26	1 out of 5	5 out of 5	Not Applicable
Remuneration last drawn	Nil	Rs.23.43 Mn plus bonus Rs. 13.14 Mn.	Nil
Remuneration proposed to be paid	None	Rs.25.07 Mn. p.a. plus one time bonus Rs. 9.76 Mn. subject to Shareholders' approval.	Nil
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

Particulars	Vijendra Singh (DIN: 03537522) Executive Director & Dy. CEO	Atul Chaturvedi (DIN: 00175355) Non-Executive Director (Non-Independent)	Vipin Kumar Rathi (DIN: 11859795) Proposed Director (Whole-Time)
Date of Birth	1st February 1960	6th October 1955	14th November 1969
Age	66	70	56
Nationality	Indian	Indian	Indian
Date of first appointment	10th May 2011	24th June 2015	5th August 2026
Qualification	• B.Sc from Meerut University. • Post-Graduation in Sugar Technology from National Sugar Institute • MBA (Finance)	Postgraduate from St. Johns College (Agra University)	• Bachelor of Science from Meerut University. • Post- Graduation in Sugar Technology from National Sugar Institute.

Particulars	Vijendra Singh (DIN: 03537522) Executive Director & Dy. CEO	Atul Chaturvedi (DIN: 00175355) Non-Executive Director (Non-Independent)	Vipin Kumar Rathi (DIN: 11859795) Proposed Director (Whole-Time)
Brief Profile, Experience, and Expertise in specific functional areas	Mr. Singh has an 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 & Business skills and a high level of commitment towards company affairs.	Mr. Chaturvedi is a veteran in the Vegetable Oil/ Oil seeds and Agro Business of the Country. He has more than four decades of successful and varied general and strategic management experience in the fields of Manufacturing, Trading and Agri Infrastructure Development. He was associated with Adani Group since 1998 and has played a key role in the development of the Agro and Agri Infrastructure business of the Group. The Companies where he serves/ served as Director are market leaders in their category and have done pioneering work. 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.	Mr. Rathi is an experienced industry professional with over 35 years of rich experience in the agro-processing industry, possessing extensive expertise in operations, business management, and strategic leadership. Prior to joining the Company, he was associated with some of India's leading sugar manufacturing companies, including Mawana Sugars Limited and Bajaj Hindusthan Limited, where he held various key responsibilities and contributed significantly to business growth and operational excellence. Mr. Rathi has been associated with the Company since August 2018 and has successfully held several critical leadership positions during his tenure. Over the years, he has played a pivotal role in strengthening the Company's operations and driving business performance.

Particulars	Vijendra Singh (DIN: 03537522) Executive Director & Dy. CEO	Atul Chaturvedi (DIN: 00175355) Non-Executive Director (Non-Independent)	Vipin Kumar Rathi (DIN: 11859795) Proposed Director (Whole-Time)
		He was declared as "Globoil Man of the Year-2013" for his contribution to Vegetable Oil Industry. Mr. Chaturvedi is associated with various Organisations and Trade Bodies. Currently he is Special Adviser of Solvent Extractors Association of India (SEA) a leading trade body of Vegetable Oil Industry. He has been Dy. Chairman of SOPA. He is also associated with CII and headed the Task Force on Edible Oil and Oilseeds.	
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	**Directorship in Listed Entity:** • Shree Renuka Sugars Limited **Committee Position:** Nil	**Directorship in Listed Entity:** • Shree Renuka Sugars Limited **Committee Position:** Nil	**Directorship in Listed Entity:** • Shree Renuka Sugars Limited **Committee Position:** Nil
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	• Gokak Sugars Limited • KBK Chem-Engineering Private Limited • Anamika Sugar Mills Private Limited	• Adani Agri Fresh Limited • Royal Castor Products Limited	Nil
Membership/ Chairman of the Committees of the Board of other public limited companies	**Gokak Sugars Limited** Chairman – Corporate Social Responsibility	**Adani Agri Fresh Limited** Corporate Social Responsibility Committee (Member)	Nil
Number of shares held in the Company including shareholding as a beneficial owner	Nil	7,00,000 Equity Shares	Nil
Terms and Conditions of appointment	Please refer the proposed Special Resolution No. 8 and its explanatory statement	To be continued as Non-Executive Director of the Company liable to retire by rotation.	Please refer the proposed Special Resolution No. 6 and its explanatory statement.

Particulars	Vijendra Singh (DIN: 03537522) Executive Director & Dy. CEO	Atul Chaturvedi (DIN: 00175355) Non-Executive Director (Non-Independent)	Vipin Kumar Rathi (DIN: 11859795) Proposed Director (Whole-Time)
Number of meetings of the Board attended during the financial year 2025–26	5 out of 5	5 out of 5	Not Applicable
Remuneration last drawn	Rs.43.33 Mn plus bonus Rs. 17.53 Mn.	Rs.44.34 Mn. p.a. plus bonus Rs. 17.94 Mn.	Rs.11.27 Mn. p.a. plus bonus Rs.2.69 Mn.
Remuneration proposed to be paid	Please refer explanatory statement to the proposed Special Resolution No. 8 and its explanatory statement.	Please refer explanatory statement to the proposed Special Resolution No. 9 and its explanatory statement.	Please refer explanatory statement to the proposed Special Resolution No. 6 and its explanatory statement.
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

with reference to the Resolutions at Item No. 4,6,8 and 9)

I. General Information:

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

(in INR Millon)

Sr. No.	Particulars	Audited figures for the year ended 31.03.2026	Audited figures for the year ended 31.03.2025	Audited figures for the year ended 31.03.2024	Audited figures for the year ended 31.03.2023
1.	Total Revenue (Gross)	86,756	1,02,794	1,08,327	86,862
2.	Profit/(Loss) before tax	(7,802)	(3,036)	(3,935)	(1,227)
3.	Net Profit/(Loss)	(6,989)	(2,558)	(5,595)	(1,357)

5. **Foreign Investments or Collaborations, if any:** Investments in Overseas Companies as on 31st March 2026 is Rs. 4.97 Mn. There are no foreign collaborations.

II. Information about the appointee:

Mr. Atul Chaturvedi

1. **Background details:** Mr. Atul Chaturvedi (Age: 70) 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 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. 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 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 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.

2. **Past Remuneration:** Rs. 44.34 Mn. per annum inclusive of perquisites, reimbursements, and allowances as per the terms of appointment and rules of the Company, plus Annual bonus Rs. 17.94 Mn. for his performance during the FY 2024-25.

3. **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.

4. **Job Profile and his Suitability:** During his tenure as the Executive Chairman, Mr. Chaturvedi was 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 Companies Act, 2013 or by the Articles of Association of the Company and also exercised and performed such

powers and duties as the Board of Directors of the Company may from time to time determine and also did and performed 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 annual bonus to Mr. Chaturvedi is considered suitable, considering his performance as an Executive Chairman of the Company during the FY 2025–26.

5. **Remuneration proposed/Terms & Conditions of appointment:** As detailed in the Explanatory Statement of resolution No. 9.

6. **Comparative remuneration profile:** Not Applicable.

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: 66) is a Bachelor of Science from Meerut University and has done his Post Graduation in Sugar Technology from the National Sugar Institute. Mr. Singh has an 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 & Business skills and high level of commitment towards company affairs.

2. **Past Remuneration:** Rs. 43.33 Mn. per annum inclusive of perquisites, reimbursements, and allowances as per the terms of appointment and rules of the Company, plus Annual bonus of Rs. 17.53 Mn. for his performance during the FY 2024–25.

3. **Recognition or awards:** Nil.

4. **Job Profile and his Suitability:** Mr. Vijendra Singh was overall incharge of production of Sugar, Power and Ethanol. He played key roles in the implementation of various projects in India as well as outside India.

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. Singh is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

7. **Pecuniary Relationship:** Except for 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 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 Govt. 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:** Rs. 23.43 Mn. per annum inclusive of perquisites, reimbursements and allowances as per the terms of appointment and rules of the Company, plus Annual bonus of Rs. 13.14 Mn. for his performance during the FY 2024–25.

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. 4.

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.

Mr. Vipin Kumar Rathi

1. **Background details:** Mr. Rathi has experience of over 35 years in the agro processing industry. Prior to joining the company, Mr. Rathi was associated with a top sugar companies of India like Mawana Sugars Limited and Bajaj Hindusthan Limited.

2. **Past Remuneration:** Rs.11.27 Mn. per annum inclusive of perquisites, reimbursements and allowances as per the terms of appointment and rules of the Company, plus Annual bonus of Rs.2.69 Mn. for his performance during the FY 2024–25.

3. **Recognition or awards:** Nil.

4. **Job Profile and his Suitability:** Mr. Rathi is overall in charge of production of Sugar and Power. 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 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 of the Company 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 & 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. Rathi is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

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

IV. Other Information:

1. **Reasons for loss or inadequate profits:**

During the financial year ended 31st March 2026, the Company incurred a loss after tax of Rs. 6,989 Mn., primarily due to lower EBITDA resulting from headwinds in the refinery business, elevated sugarcane procurement prices, and stagnation in sugar and ethanol prices, coupled with an increase in foreign exchange losses arising from the weakening of the Indian rupee.

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

The Company is implementing various initiatives to reduce finance and operating costs. Significant savings in finance costs have already been achieved through the refinancing of ECB loans, lower SOFR, improved working capital management, and timely loan repayments. The Company continues to identify opportunities to streamline operating costs and enhance efficiency. The Company is also focused on improving operational efficiencies across its manufacturing and refinery operations through cost optimisation measures, enhanced plant efficiencies and better utilisation of resources. In addition, the Company continues to strengthen its foreign exchange risk management practices to mitigate the impact of currency fluctuations.

These combined efforts to reduce costs and increase revenues are expected to continue, with the objective of improving financial performance in the coming years.

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

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