



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of **Vishwaraj Sugar Industries Limited** will be held on Tuesday, the 12th day of September, 2023 at 11:30 A.M. at the Registered Office of the Company situated at Bellad-Bagewadi, Taluka-Hukkeri, District-Belagavi-591305, Karnataka, India, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2023 and the reports of the Board of Directors and Auditors thereon.
2. To confirm Interim Dividend of Rs. 0.10/- per Equity Share of the face value of Rs. 2/- each paid during the financial year 2022-23.
3. To appoint a Director in place of Mr. Nikhil Katti (DIN: 02505734) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Mukesh Kumar (DIN: 02827073) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. Ratification of remuneration payable to Cost Auditors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT, pursuant to Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, as approved by the Board of Directors of the Company ("the Board") to be paid to M/s. S. K. Tikare & Co. Cost Accountants, on its appointment made by the Board, pursuant to Section 148 of the Companies Act, 2013 read with Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 on the recommendation of the Audit Committee as Cost Auditors, to conduct the audit of cost records of the Company for the financial year ended March 31, 2024, be and is hereby ratified.

6. Re-appointment of Mr. Shivanand Tubachi as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014, (hereinafter referred to as "the Rules") read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as recommended by the Nomination and

Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as "the Board"), Mr. Shivanand Tubachi (DIN 07852525), who meets the criteria of independence and who was appointed as an Additional Director of the Company, by the Board, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, with effect from 30th September 2022, to hold office as an Independent Director of the Company, in terms of Rule 4 of the Rules and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold such office for the second term of five consecutive years with effect from 30th September 2022.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorised to file necessary document(s)/form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

7. Re-appointment of Mr. Basavaraj Veerappa Hagargi as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as "the Rules") read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as "the Board"), Mr. Basavaraj Hagargi (DIN 07852512), who meets the criteria of independence and who was appointed as an Additional Director of the Company, by the Board, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, with effect from 30th September 2022, to hold office as an Independent Director of the Company, in terms of Rule 4 of the Rules and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold such office for the second term of five consecutive years with effect from 30th September 2022.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorised to file necessary document(s)/form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

8. Re-appointment of Mrs. Pratibha Munnolli as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as "the Rules") read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as "the Board"), Mrs. Pratibha Munnolli (DIN 07852508), who meets the criteria of independence and who was appointed as an Additional Director of the Company, by the Board, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, with effect from 30th September 2022, to hold office as an Independent Director of the Company, in terms of Rule 4 of the Rules and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold such office for the second term of five consecutive years with effect from 30th September 2022.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorised to file necessary document(s)/form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

9. Appointment of Mr. Ramesh Katti as Director of the Company, liable to retire by rotation.

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT Mr. Ramesh Katti holding (DIN 02669306) who was appointed as an Additional Director of the Company, by the Board of Directors, in its meeting held on October 15, 2022 to hold office with immediate effect, under Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retire by rotation.

10. Appointment of Mrs. Sneha Nitin Dev as a Director of the Company, liable to retire by rotation.

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT Mrs. Sneha Nitin Dev holding (DIN 09762514), who was appointed as an Additional Director of the Company, by the Board of Directors, in its meeting held on October 15, 2022, to hold office with immediate effect, under Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

11. Appointment of Mrs. Sneha Nitin Dev as Whole-Time Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the appointment of Mrs. Sneha Nitin Dev (DIN 09762514) as Whole-Time Director of the Company, made by the Board of Directors of the Company ("the Board"), for a period of three years with effect from October 15, 2022 on the terms and conditions, as set out in the Agreement executed between the Company and Mrs. Sneha Nitin Dev, with liberty to the Board, to alter and vary the terms and conditions of re-appointment and/or remuneration, subject to the same, in terms of the provisions of Schedule V to the Companies Act, 2013 or any enactment(s) or modification(s) thereof.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

By Order of the Board of Directors

For Vishwaraj Sugar Industries Limited

Sd/-

Ramesh Katti

Chairman

DIN: 02669306

341, Town: Bellad Bagewadi, Taluk: Hukkeri,
Dist. Belagavi-591305, Karnataka, India

Place: Bellad Bagewadi

Date: August 10, 2023



NOTES

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 and extant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the special business set out in the notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IF ANY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN 48 (FORTY-EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.**
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of advance notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting that will take place at the AGM through ballot paper.
6. The Register of Members and Share Transfer Books shall be closed from Monday, September 4, 2023 to Tuesday, September 12, 2023 (both days inclusive).
7. As per Regulation 40 of SEBI Listing Regulations, securities of of the listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider their holding to be dematerialized to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Private Limited, Registrar and Transfer Agents (“Bigshare”), for assistance in this regard.
8. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolutions/authority, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
10. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements in which Directors are Interested, maintained under section 189 of the Act will be available for inspection by the members at the AGM.
11. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.

Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with the Company’s Registrar and Transfer Agent, Bigshare in respect of shares held in physical form.
15. **The Members are requested to:**
 - (a) Intimate change in their registered address, if any, to the Company’s Registrar and Share Transfer Agents, Bigshare in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform Bigshare immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with Bigshare for shares held in physical form and with their respective Depository Participants for shares held in demat form.
 - (e) Quote their DP ID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Bigshare Services

Private Limited. (Unit: Vishwaraj Sugar Industries Limited), 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, India.

- (f) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., September 5, 2023 may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com.
16. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2022-23 will be available on the Company's website www.vsil.co.in for download.
 17. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents Bigshare Services Private Limited and have it duly filled and sent back to them.
 18. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
 19. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.
 20. Pursuant to the Articles of Association of the Company and the provisions of the Act, Mr. Nikhil Katti and Mr. Mukesh Kumar, Directors, retire by rotation and being eligible, offer themselves for re-appointment.
 21. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/Re-appointment at the AGM is furnished as Annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and the rules made thereunder.
 22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form can submit their PAN to the Company/Bigshare.
 23. The Board of Directors of the Company has appointed Mr. Ramnath Sadekar, Advocate as the Scrutinizer to scrutinize the remote e-voting process and poll at the Annual General Meeting in a fair and transparent manner.
 24. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 5, 2023.
 25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or poll at the AGM.
 26. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9:00 a.m. (IST) on Saturday, September 9, 2023.

End of remote e-voting: At 5:00 p.m. (IST) on Monday, September 11, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

The facility of voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right of voting at the meeting.
 27. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting will, within the prescribed time, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.vsil.co.in and on the website of CDSL <https://evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchanges.

General:

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make within the prescribed time, 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 and declare the result of voting forthwith.

Members who do not have access to remote e-voting facility have been additionally provided with the facility of voting by way of Ballot Form during the meeting. The facility for physical voting shall be made available at the Meeting and members attending the meeting who have not already cast their vote



by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot will be treated as invalid.

Members have the option to request for physical copy of Ballot Form by sending an e-mail to info@vsil.co.in by mentioning their Folio / DP ID and Client ID.

The results declared along with the Scrutinizer's Report will be posted on the Company's website.

28. Route map and prominent land mark for easy location of the venue of the Meeting are attached herewith in terms of Secretarial Standards 2 (SS-2).
29. Members are requested to take note that, in compliance with the relevant circulars, the Notice of the AGM and Annual Report for the financial year 2022-23, are being sent to all the Members of the Company only in electronic mode to those members whose email address is registered with the Company/ Depository Participant(s)/Registrar and Transfer agents. The requirements of sending physical copy of aforesaid documents has been dispensed with vide MCA & SEBI Circulars. The aforesaid documents will also be available on the Company's website at www.vsil.co.in under section Investors, on the website of BSE at www.bseindia.com, on the website of NSE at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, www.bigshareonline.com.

Instructions for Remote E-Voting

- (i) The voting period begins on Saturday, September 9, 2023 at 9:00 AM and ends on Monday, September 11, 2023 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 5, 2023 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/ 242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/ 242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for Remote e-Voting for individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

LOGIN METHOD

Individual Shareholders holding securities in Demat mode with CDSL

- 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFINTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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. A new screen will open. You will have to 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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online” for IDeAS Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Helpdesk details for Individual Shareholders holding securities in Demat mode with CDSL & NSDL :

CDSL : Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.

NSDL : Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

- (v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat

PAN: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB) :

Enter the Dividend Bank Details or Date of Birth (in dd/ mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- * If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly



note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “Vishwaraj Sugar Industries Limited” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non-Individual Shareholders and Custodians for Remote Voting only.
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the

Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address shodhansadekar@gmail.com, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Shares held in Physical Form - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email id.
2. For Shares held in Demat - Please update your email id & mobile No. with your respective Depository Participant (DP).
3. For Individual Demat Shareholders - Please update your email id & mobile No. with your respective Depository Participant (DP) which is mandatory while Remote e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra, India or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 22 55 33.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following Explanatory Statement sets out all material facts relating to the business under items 5 to 11 mentioned in the accompanying notice of the Annual General Meeting

Item No. 5: Ratification of remuneration payable to Cost Auditors.

The Company has been maintaining cost records, as required by Section 148 (1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 (“the Rules”), since the Company is engaged in the production of the goods covered by the said Rules.

Pursuant to Rule 4 of the Rules, the cost records maintained by the Company shall be audited by a Cost Accountant, who shall be appointed by the Board of Directors, on the recommendation of the Audit Committee of the Board of Directors of the Company.

Accordingly, the Board of Directors of the Company appointed M/s. S. K. Tikare & Co. Cost Accountants as Cost Auditor to conduct the audit of cost records of the Company for the financial year ended March 31, 2024 and approved remuneration of Rs. 180,000/- (Rupees One Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals. Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, requires the shareholders to ratify the remuneration payable to the Cost Auditors, as approved by the Board of Directors.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Items No. 6, 7 and 8: Re-appointment of Mr. Shivanand Basavanappa Tubachi, Mr. Basavaraj Veerappa Hagargi and Mrs. Pratibha Promod Munnolli as Independent Directors of the Company

Mr. Shivanand Basavanappa Tubachi, Mr. Basavaraj Veerappa Hagargi and Mrs. Pratibha Promod Munnolli, held office of Non-executive Independent Directors in the Company. Their first term of five consecutive years ended on 29th September 2022. The Board of Directors of the Company therefore re-appointed them as Additional Directors under Section 161 of the Companies Act, 2013 (“the Act”), to hold office of Independent Directors in the Company, in terms of Section 149 (4) of the Act read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with effect from 30th September, 2022 for the second term of five consecutive years, subject to the approval by the Company in general meeting by special resolution, pursuant to Section 150(2) and their appointment as Directors, under Section 160 of the Act, as they hold office as Additional Directors up to the date of this Annual General Meeting of the Company.

The Nomination and Remuneration Committee of the Board considering background, knowledge, experience and evaluation of their past performance and independence, recommended their re-appointments as Independent Directors of the Company.

Mr. Shivanand Basavanappa Tubachi, Mr. Basavaraj Veerappa Hagargi and Mrs. Pratibha Promod Munnolli have furnished to the Company their consent to act as Independent Director, in writing in Form DIR 2.

The Company has received due notices in writing from the members, under section 160(1) of the Act, proposing the candidatures of Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi and Mrs. Pratibha Munnolli for the office of Director of the Company.

Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi and Mrs. Pratibha Munnolli are eligible for re-appointment as Independent Directors of the Company under Sub-section (6) of Section 149 of Act. They have given declaration to the effect that, they meet the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013.

The appointees have informed to the Company in Form DIR 8 that they have not incurred disqualification under Section 164 (2) of the Companies Act, 2013.

Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi and Mrs. Pratibha Munnolli possess immense knowledge and have varied experience in the areas of agriculture and commerce. Considering their knowledge and experience and past performance as Non-executive Independent Directors of the Company, their re-appointment as Independent Directors will be of immense benefit to the Company. In the opinion of the Board of Directors of the Company, they fulfill the conditions for appointment as Independent Directors as specified in the Act.

Brief resume of Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi and Mrs. Pratibha Munnolli nature of their expertise, in specific functional areas is provided in Annexure to the notice pursuant to the provisions of the Secretarial Standards on General Meetings.

A copy of the draft letter of appointment of Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi and Mrs. Pratibha Munnolli, as Independent Directors, setting out the terms and conditions is available for inspection by the members at the registered office of the Company during business hours up to the date of the annual general meeting.

No Director other than Mr. Shivanand Tubachi, is interested in the resolution set out under item No. 5.

No Director other than Mr. Basavaraj Hagargi is interested in the resolution set out under item No. 7.

No Director other than Mrs. Pratibha Munnolli is interested in the resolution set out under item No. 8.

The respective relatives of Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi and Mrs. Pratibha Munnolli may be deemed to be interested in the resolutions set out under items 6, 7 and 8 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in these resolutions.

Item No. 9: Appointment of Mr. Ramesh Katti as Director of the Company

With an intention to broad base the Board, the Board of Directors of the Company in its meeting held on October 15, 2022 appointed



Mr. Ramesh Katti as an Additional Director, under Section 161 of the Companies Act, 2013 (“the Act”), to hold office from the date of the said meeting up to the date of the this annual general meeting of the Company.

The Nomination and Remuneration Committee of the Board considering background, knowledge, experience of Mr. Ramesh Katti recommended his appointment as Director of the Company.

Mr. Ramesh Katti has furnished to the Company his consent to act as Director, in writing in Form DIR 2.

The Company has received due notice in writing, from a member, under section 160(1) of the Act, proposing the candidature of Mr. Ramesh Katti for the office Director of the Company.

The appointee has informed to the Company in Form DIR 8 that he has not incurred disqualification under Section 164(2) of the Companies Act, 2013.

Mr. Ramesh Katti possesses immense knowledge and have varied experience in the areas of agriculture and commerce. Considering knowledge and experience of Mr. Ramesh Katti, his appointment as Director will be of immense benefit to the Company.

Brief resume of Mr. Ramesh Katti nature of his expertise, in specific functional areas is provided in Annexure to the notice pursuant to the provisions of the Secretarial Standards on General Meetings.

Mr. Nikhil Katti, Mr. Kush Katti and Mrs. Sneha Nitin Dev, Directors of the Company being relatives are interested in the resolution as set out under item No. 9.

The relatives of Mr. Ramesh Katti may be deemed to be interested in the resolution set out under item 9 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company, their relatives are in any way concerned or interested, financial or otherwise in this resolution.

Item No. 10: Appointment of Mrs. Sneha Nitin Dev as Director of the Company

With an intention to broad base the Board, the Board of Directors of the Company in its meeting held on October 15, 2022 appointed Mrs. Sneha Nitin Dev as an Additional Director, under Section 161 of the Companies Act, 2013 (“the Act”), to hold office from the date of the said meeting up to the date of the this annual general meeting of the Company.

The Nomination and Remuneration Committee of the Board considering qualification, knowledge and experience of Mrs. Sneha Nitin Dev, recommended her appointment as Director of the Company.

Mrs. Sneha Nitin Dev has furnished to the Company her consent to act as Director, in writing in Form DIR 2.

The Company has received due notice in writing, from a member, under section 160(1) of the Act, proposing the candidature of Mrs. Sneha Nitin Dev for the office Director of the Company.

The appointee has informed to the Company in Form DIR 8 that she has not incurred disqualification under Section 164(2) of the Companies Act, 2013.

Mrs. Sneha Nitin Dev is a Bachelor of Business Administration and is having knowledge and varied experience in the areas of agriculture, commerce and business administration. Considering

knowledge and experience of Mrs. Sneha Nitin Dev, her appointment as Director will be of immense benefit to the Company.

Brief resume of Mrs. Sneha Nitin Dev, nature of her expertise in specific functional areas is provided in Annexure to the notice pursuant to the provisions of the Secretarial Standards on General Meetings.

Mr. Ramesh Katti, Mr. Nikhil Katti and Mr. Kush Katti directors of the Company being relatives are interested in the resolution set out under item No. 10.

The relatives of Mrs. Sneha Nitin Dev may be deemed to be interested in the resolution set out under item 10 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in this resolution.

Item No. 11: Appointment of Mrs. Sneha Nitin Dev as Whole Time Director

The Board of Directors in its meeting held on October 15, 2022 on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Sneha Nitin Dev as Whole-Time Director of the Company for a period of three years, with effect from October 15, 2022 subject to the approval of the shareholders in the general meeting. Specific notice of the meeting of the Board dated October 15, 2022 and the resolution for the appointment of the Whole-Time Director to be moved thereat, had been given to all the Directors on the Board.

Mrs. Sneha Nithin Dev, aged 37 years, is one of the Promoters of the Company. She is Bachelor of Business Administration. She is the daughter of Late. Shri. Umesh Katti and sister of Mr. Nikhil Katti – Managing Director. She is actively associated with social activities of the community. She has knowledge in the field of finance and accounts and being qualified in the area of business administration, the Company will be immensely benefited, if she is appointed as Whole-Time Director of the Company.

Mrs. Sneha Nitin Dev has confirmed that she is not disqualified from being appointed, in terms of Section 164 of the Companies Act, 2013. She has given her consent to act as the Whole-Time Director of the Company. She satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Part I of Schedule V thereof. She is therefore eligible for appointment.

The appointment of Mrs. Sneha Nitin Dev as Whole-Time Director of the Company has been made subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013.

A brief profile of Mrs. Sneha Nitin Dev, is provided in the Annexure to the notice pursuant to the provisions of Secretarial Standard on General Meetings (SS2), issued by the Institute of Company Secretaries of India.

The Company has entered in to an Agreement with Mrs. Sneha Nitin Dev, containing the terms and conditions of appointment, which inter-alia provides as under

Term of Office : Three years commencing on and from October 15, 2022.

Remuneration

a) Salary:

Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum with such increments up to the limit of Rs 18,00,000/- (Rupees

Eighteen Lakhs only) per annum, as may be recommended by the Nomination and Remuneration Committee and decided from time to time by the Board of Directors of the Company at its absolute discretion, with such increments that the total salary shall not exceed Rs. 48,00,000/- (Rupees Forty-Eight Lakhs) per annum during her term of office. She shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

b) Perquisites:

Apart from the salary she is not entitled to any perquisites.

c) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

It is at the sole discretion of the Board of Directors or Committee thereof to exercise the powers to alter and vary the terms and conditions and/or remuneration subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, in case of loss or inadequate profit.

Other terms and conditions of appointment shall be as per the agreement entered in to between the Company and the appointee.

A statement of information pursuant to Part II of Section II of Schedule V to the Companies Act, 2013 is given as under:

I General Information

- (1) Nature of Industry:** Manufacture of sugar, ethanol and generation of power
- (2) Date or expected date of commencement of commercial production:** Commercial production commenced in the year 2000.
- (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:** Not applicable as company has not issued prospectus or offer document during the year.
- (5) Foreign Investments or collaboration, if any:** There is no foreign investment or collaboration.

II Information about the appointee

- (1) Background details:** Mrs. Sneha Nithin Dev, aged 37 years, is one of the Promoters of the Company. She is Bachelor of Business Administration. She is the daughter of Late. Shri. Umesh Katti and sister of Mr. Nikhil Katti – Managing Director. She is actively associated with social activities of the community. She has knowledge in the field of finance, accounts and business administration.
- (2) Past Remuneration:** She is appointed for the first time in the company. She was not employed earlier.
- (3) Recognition or awards:** Nil
- (4) Job profile and suitability:** Subject to the superintendence, control and direction of the Board of

Directors of the Company, the Whole-Time Director shall be in charge of general administration of the Company with substantial powers of management of the affairs of the Company and general conduct. Being qualified as Bachelor of Business Administration, she is suitable for the job

- (5) Remuneration proposed:** As stated hereinabove
- (6) Comparative remuneration profile of the position and person:** The remuneration is paid taking in to consideration trend in the industry. Comparatively the trend in the industry is on higher side.
- (7) Pecuniary Relationship directly or indirectly with the Company or relationship with the Managerial Personnel:** There is no pecuniary relationship directly or indirectly with the Company. She is the sister of Mr. Nikhil Katti Managing Director and niece of Mr. Ramesh Katti Chairman and cousin of Mr. Kush Katti Director of the company.

III Other Information

- (1) Reasons for the inadequate profit:** There has been a Decrease in profitability of the company due to the increase in cost of Raw material and other input cost. Further, the government policies in respect to sugar also have resulted in stable sale prices and not increasing in consistency to Input cost. Further, DTL effect of Shift to new tax regime in previous year has also resulted in reduction of PAT. Hence, resulted in reduction in net profit margin. DTL is a non cash item and has temporary effect on profits for the current year only.
- (2) Steps taken or proposed to be taken for improvement:** The loss or inadequate profit is only for the current financial year as explained above.
- (3) Expected increase in productivity and profits in measurable terms:** The loss or inadequate profit is only for the current financial year as explained above. The Company is also in the process of expansion of the distillery unit from 100 KLPD to 250 KLPD. This will improve the productivity and profitability of the Company.

The Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mrs. Sneha Nitin Dev. The copy of the Agreement is open to inspection by any member of the Company without payment of fee, at the registered office of the Company, on all working days, during business hours up to the date of the annual general meeting.

Mr. Ramersh Katti, Mr. Nikhil Katti and Mr. Kush Katti, Directors of the Company being relatives are interested in the resolution set out under item No. 11.

The relatives of Mrs. Sneha Nitin Dev may be deemed to be interested in the resolution set out under item 11 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in this resolution.

The Board commends the Special Resolution set out at item No. 11 for the approval of the members.



Annexure

Details of Directors seeking appointment/re-appointment at this Annual General Meeting of the Company

[Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.5.2 of Secretarial Standard 2 (SS 2)]

Particulars	Mr. Shivanand Tubachi	Mr. Basavaraj Hagaragi	Mrs. Pratibha Munnolli
Date of Birth	31-05-1950	18-03-1955	10-06-1985
Date of Appointment	30-09-2022	30-09-2022	30-09-2022
Qualifications	Bachelor of Arts from Karnataka University	Bachelor of Arts from Karnataka University	Bachelor of Ayurvedic Medicine and Surgery from Rajiv Gandhi University of Health Sciences, Karnataka
Expertise in specific functional areas	He has over 25 years of experience of working in banking sector. He worked as general manager in the Belagavi District Co-operative Bank Limited from 2006 to 2011 and is currently associated with the bank in advisory capacity.	He has over 23 years of experience in Banking Sector. He has worked in BDCC Bank as Branch Manager, Senior Manager, since 1981 and was promoted as General Manager in 2007.	She has more than 8 years of experience as medical practitioner and agriculture.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL	NIL
Memberships / Chairmanships of committees of other public companies	NIL	One	NIL
Number of shares held in the Company	NIL	NIL	NIL
Terms and conditions & details of remuneration	He shall be re-appointed for the 2nd term of five consecutive years w.e.f. September 30, 2022. Except sitting fees he shall not be entitled for any other remuneration.	He shall be re-appointed for the 2nd term of five consecutive years w.e.f. September 30, 2022. Except sitting fees he shall not be entitled for any other remuneration.	She shall be re-appointed for the 2nd term of five consecutive years w.e.f. September 30, 2022. Except sitting fees he shall not be entitled for any other remuneration.
No. of meetings of the Board attended	11	11	11
Relationship between Directors inter-se	None	None	None

Details of Directors seeking appointment/re-appointment at this Annual General Meeting of the Company

Particulars	Mr. Ramesh Katti	Mrs. Sneha Nitin Dev
Date of Birth	21-10-1964	02-12-1985
Date of Appointment	15-10-2022	15-10-2022
Qualifications	SSLC from Karnataka Board.	Bachelor of Business Administration
Expertise in specific functional areas	He is a Promoter of the Company. He is the younger brother of Late Shri. Umesh Katti. He has over 24 years of experience in the sugar industry, engineering and banking sector having held management positions in various private and co-operative organisations. He was the elected Chairman & Non-Executive Director of The Belagavi District Central Co-operative Bank Limited. He has actively participated in the co-operative movement and is a keen social activist as a founder of the Rahul Katti Sports & Social Club. He was the Member of Parliament from the Chikkodi Constituency in the 15 th Lok Sabha. He has been felicitated with the Bhartiya Udyog Ratna Award by The Indian Economic Development; the Rashtriya Udyog Ratna Award; the Udyog Vikas Ratna Award and other regional and national recognitions.	She is actively associated with social activities of the community. She has knowledge in the field of finance, accounts, agriculture and business administration.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships / Chairmanships of committees of other public companies	NIL	NIL
Number of shares held in the Company	6644750	2246250
Terms and conditions & details of remuneration	Upto the date of this AGM and is proposed to be appointed as Director. Except sitting fees he shall not be entitled for any other remuneration.	Upto the date of this AGM and is proposed to be appointed as Whole-Time Director for a term of 3 years. She shall be paid a remuneration of Rs. 2.50 lakhs per month.
No. of meetings of the Board attended	5	4
Relationship between Directors inter-se	Father of Kush Katti and Uncle of Nikhil Katti and Sneha Dev	Sister of Nikhil Katti, cousin of Kush Katti and Niece of Ramesh Katti



Continued...

Details of Directors seeking appointment/re-appointment at this Annual General Meeting of the Company

Particulars	Mr. Nikhil Katti	Mr. Mukesh Kumar
Date of Birth	22-03-1983	28-09-1963
Date of Appointment	16-01-2009	01-03-2019
Qualifications	Bachelor degree from Karnataka University Dharwad as well as a degree of Masters in Business Administration (MBA) in International Marketing from the university of Whales.	Bachelor of Science (Chemical Engineering) from Ranchi University
Expertise in specific functional areas	Vide experience in the areas of distillery and sugar industry, hospitality and infrastructure industry.	Vide experience in the areas of petroleum, distillery and sugar industry.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	UK27 Hospitality Services (India) Limited UR Sugar Industries Limited	Nil
Memberships / Chairmanships of committees of other public companies	Two	NIL
Number of shares held in the Company	25557195	NIL
Terms and conditions & details of remuneration	He is appointed as Managing Director of the Company with effect from 1 st April 2021. He was paid remuneration of Rs. 60 lakhs per annum during 2022-23. Presently he is not drawing any salary from the Company as he is elected as the Member of Legislative Assembly. He is liable to retire by rotation and will be retiring at the ensuing Annual General Meeting. He is seeking re-appointment as Director of the Company.	He is appointed as Executive Director with effect from 1 st March 2022. He is paid remuneration of Rs. 48 lakhs per annum. He is liable to retire by rotation and will be retiring at the ensuing Annual General Meeting. He is seeking re-appointment as Director of the Company.
No. of meetings of the Board attended	11	12
Relationship between Directors inter-se	Brother of Sneha Dev, cousin of Kush Katti and Niece of Ramesh Katti.	None