
Saraswati Sugar Mills Limited

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Registered Office: Radaur Road, Yamunanagar – 135001, Haryana.

CIN: U01115HR2000PLC034519

Ph.: 01732 – 661061/62, Fax No.: 01732 – 250991

NOTICE

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Shareholders of Saraswati Sugar Mills Limited will be held on Thursday, June 30, 2022 at 10.00 a.m. through video conferencing for which purpose the Registered Office of the Company situated at Radaur Road, Yamunanagar-135001, Haryana, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:-

As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aditya Puri, Director (DIN:00052534), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Dividend @ Rs. 20/- Per Equity share of Rs. 10/- each for the financial year ended March 31, 2022.
4. To appoint statutory auditors and fix their remuneration:
To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and amendment thereof, as may be applicable, M/s. SCV & Co., LLP, Chartered Accountants (Firm Registration No. 000235N/ N500089), be and are hereby re-appointed as Statutory Auditors of the Company, to hold the office for a second term of five years, from the conclusion of 22nd Annual General Meeting (AGM) until the conclusion of the 27th AGM at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

As Special Business:

5. **Appointment of Mr. Sudershan Kumar Khorana (DIN: 00085300) as a Non-Executive Non-Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sudershan Kumar Khorana (DIN: 00085300), who was appointed as an Additional Director by the Board of Directors at its meeting held on August 3, 2021, in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a recommendation from the Board of Directors, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company on the terms as set out below:

- (i) That Mr. S.K. Khorana shall be liable to retire from Directorship, by rotation.
- (ii) That Mr. S.K. Khorana shall be entitled to the sitting fee, if any, for attending the meetings of the Board / Committees.”

6. **Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2023:**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) of M/s. Gopinathan Mohandas & Co., Cost Accountants (Firm Registration Number: 101499), H.I.G., G.-11A, Sector-23, Raj

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Nagar, Ghaziabad, appointed by the Board of Directors for conducting the cost audit of cost records maintained by the Company, for the financial ending March 31, 2023, be and is hereby ratified.

By Order of the Board of Directors
For, Saraswati Sugar Mills Limited

Registered Office:
Radaur Road, Yamunanagar-135001, Haryana
Dated: June 6, 2022

Sd/-
(Shweta Agrawal)
Company Secretary

Notes:

1. Corporate shareholders may authorize their representatives to participate and vote in the meeting held through video conferencing. Representatives are requested to send through the registered email address of the Member, a certified true copy of a resolution of the Board of Directors or its committee thereof/power of attorney, authorizing such person to attend and vote on its behalf at the meeting.
2. Notice of AGM, Annual Financial Statements including Board Report and Auditors Report are being sent electronically to all the Members to their registered e-mail IDs and copy of above documents have also kept at the registered office of the Company at Radaur Road, Yamunanagar, Haryana-135001, for inspection by the Members, if any.
3. As per Secretarial Standard – 2 (SS-2) on “General Meetings”, the particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mr. Aditya Puri
Date of Birth (dd/mm/yyyy)	04.12.1967
Age (in years)	54
Date of Appointment	December 1, 2008
Qualification	B.A. (Honours), M.A. (CANTAB)

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	ECON. from Cambridge University (U.K.)
Relationship between Directors, Manager and other Key Managerial Personnel	Son of Mr. Ranjit Puri, Chairman
Board position held	Managing Director
Terms and conditions of re-appointment	Liable to retire by rotation
Nature of his expertise in specific function areas along with experience (in years)	Industrialist Experience: 29 years
Number of Meetings of the Board attended during the year	Four
Other Directorship	i) Isgec Heavy Engineering Limited ii) Isgec Engineering & Projects Limited iii) Isgec Redecam Enviro Solutions Private Limited iv) Isgec Covema Limited v) The Yamuna Syndicate Limited vi) Isgec SFW Boilers Private Limited vii) Isgec Hitachi Zosen Limited viii) Isgec Titan Metal Fabricators Private Limited ix) Free Look Software Private Limited
Chairperson/ Member of Committee of the Board of Companies in which he is a Director	Isgec Heavy Engineering Limited: - Member: Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee; Isgec Hitachi Zosen Limited: - Chairman- Corporate Social Responsibility Committee; Saraswati Sugar Mills Limited: -Member- Corporate Social Responsibility Committee. The Yamuna Syndicate Limited: - Member- Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship & Grievances Committee.
Shareholding in the Company	Nil

4. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 and as per Secretarial Standard – 2 (SS-2) on “General Meetings”, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. **Information and other instructions relating to the Annual General Meeting to be through Video Conferencing are as under:**
- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, General Circular no. 20/2020 dated 5th May, 2020, General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular 20/2021 dated January 13, 2021, (collectively as Circulars) the Company will provide the Video Conferencing Facility to the members to join Annual General Meeting (AGM) due to current extraordinary circumstance caused by COVID-19 prevailing globally.
 - ii) The Members may join the Annual General Meeting through Google Meet Video Conferencing Facility 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - iii) The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - iv) As the number of the Members in the Company are less than 50, voting on resolutions may be conducted by a show of hands. If a shareholder demands a poll, then the Shareholders can cast their vote on the resolutions set out in the Notice only by sending emails through their registered email addresses at the Company designated email address at shweta.agrawal@isgec.co.in. The said emails shall only be sent during the meeting to the above-designated email address.

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- v) The Members may submit their questions in advance at the Company designated email address at shweta.agrawal@isgec.co.in.
- vi) Recorded transcript of Annual General Meeting shall be kept and maintained intact in safe custody by the Company at its registered office.
- vii) Instructions on how to access the Video Conferencing Facility and participate in the meeting are enclosed as Annexure –A.
- viii) In case for any queries/assistance required to use the Video Conferencing facility before or during the meeting, you may contact to Mr. Bhupender Kashyap, Isgec-technology service provider person at 91-96560503428/ 91-9818190620 and bhupender.kashyap@isgec.co.in.

By Order of the Board of Directors
For, Saraswati Sugar Mills Limited

Registered Office:
Radaur Road, Yamunanagar-135001, Haryana
Dated: June 6, 2022

Sd/-
(Shweta Agrawal)
Company Secretary

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ANNEXURE TO NOTICE DATED June 06, 2022**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD – 2 (SS – 2) ON “GENERAL MEETINGS”:****Item No. 5:**

- a) The Board has approved the appointment of Mr. S.K. Khorana (DIN:00085300), as an Additional Director with effect from August 3, 2021. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. S.K. Khorana holds office upto the date of this Annual General Meeting but is eligible for the appointment as Director.
- b) The Board of Directors recommends to appoint Mr. S.K. Khorana, as a Non-Executive Non-Independent Director of the Company.
- c) Apart from Mr. Khorana, who is interested herself, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.
- d) As per Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mr. Sudershan Kumar Khorana, are given hereunder:-

Name of the Director	Mr. Sudershan Kumar Khorana
Date of Birth (dd/mm/yyyy)	02.12.1946
Age (in years)	75
Date of Appointment	August 3, 2021
Qualification- Educational Professional	B.Com (Honrs), M. Com, LL.B. Chartered Accountant, Company Secretary and Law Graduate
Relationship between Directors, Manager and other Key Managerial Personnel	None
Board position held	Non-Executive Non-Independent Director
Terms and conditions of re-appointment	Liable to retire by rotation

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Nature of his expertise in specific function areas along with experience (in years)	52 years of experience in Finance, Taxation, Secretarial and Company Law
Number of Meetings of the Board attended during the year	Four (out of this attended two as Company Secretary)
Other Directorship	None
Chairperson/ Member of Committee of the Board of Companies in which he is a Director	NIL
Shareholding in the Company	NIL

Item No. 6:

The Board has approved the appointment and remuneration of M/s. Gopinathan Mohandas & Co., Cost Accountants (Firm Registration Number: 101499), H.I.G., G.-11A, Sector-23, Raj Nagar, Ghaziabad as Cost Auditor of the Company, to conduct the cost audit of cost accounts maintained by the Company, for the financial year ending on March 31, 2023.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

None of the Directors/Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

How to join Google Meet

Pre-requisite :-

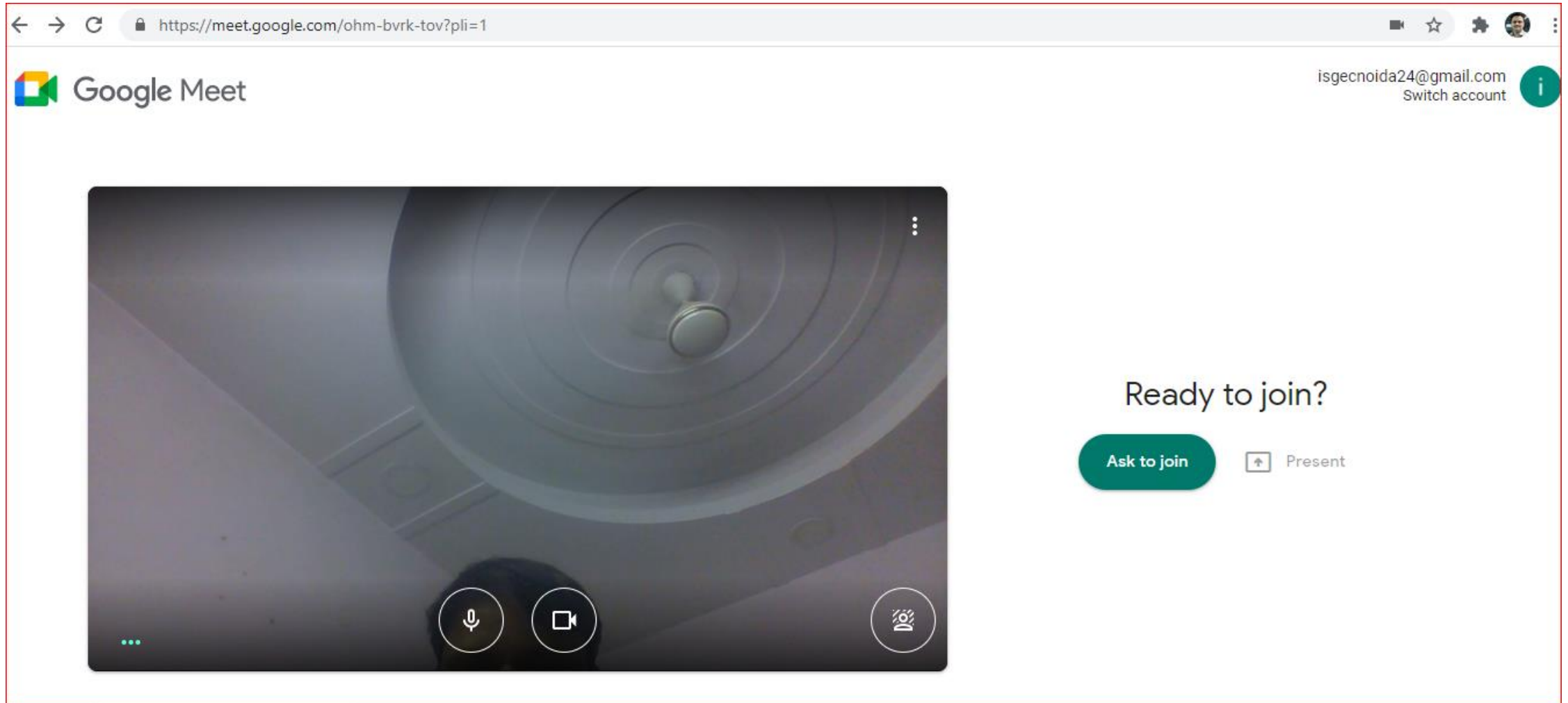
1. Gmail/Google account (official or personal)
2. Google Chrome or better result
3. Laptop/desktop with mic & camera facility
4. Internet with good speed.

To join meeting you need to have similar link <https://meet.google.com/ohm-bvrk-tov> send along with invitation by organiser.

You can either click on the link of copy the link & paste into Google Chrome Browser as shown in next slide.

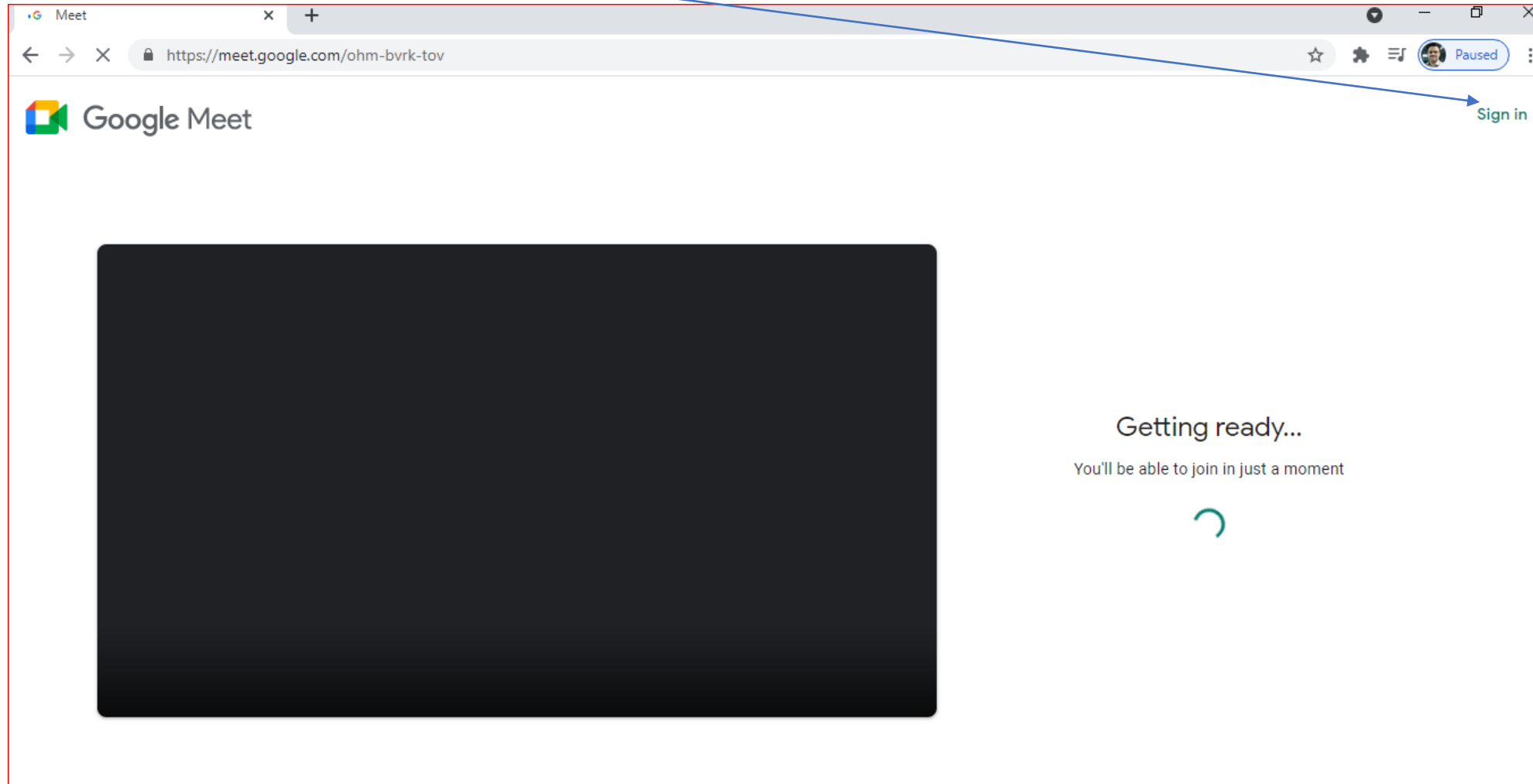
Once you click the link you will be asked to join (if you have already signed in with google/gmail id

Click the link to join or ask to join (organiser will allow you)

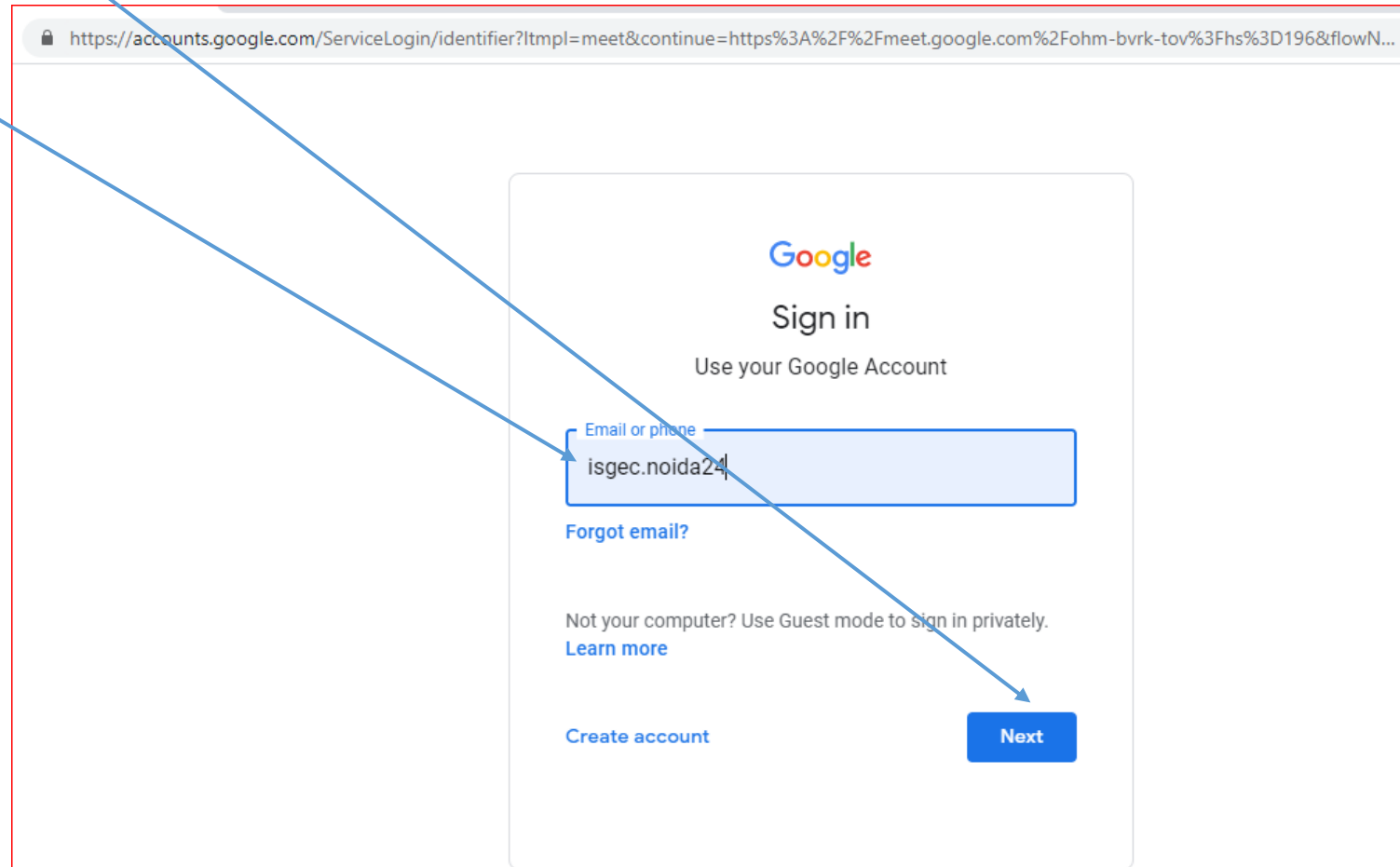


Note : This slide is only for those who has already signed in using their Google/Gmail ID

Once you clicked the link you will be asked to sign in using your google/Gmail Id if not already signed in. click here & sign in with your google ID as shown in next slide.



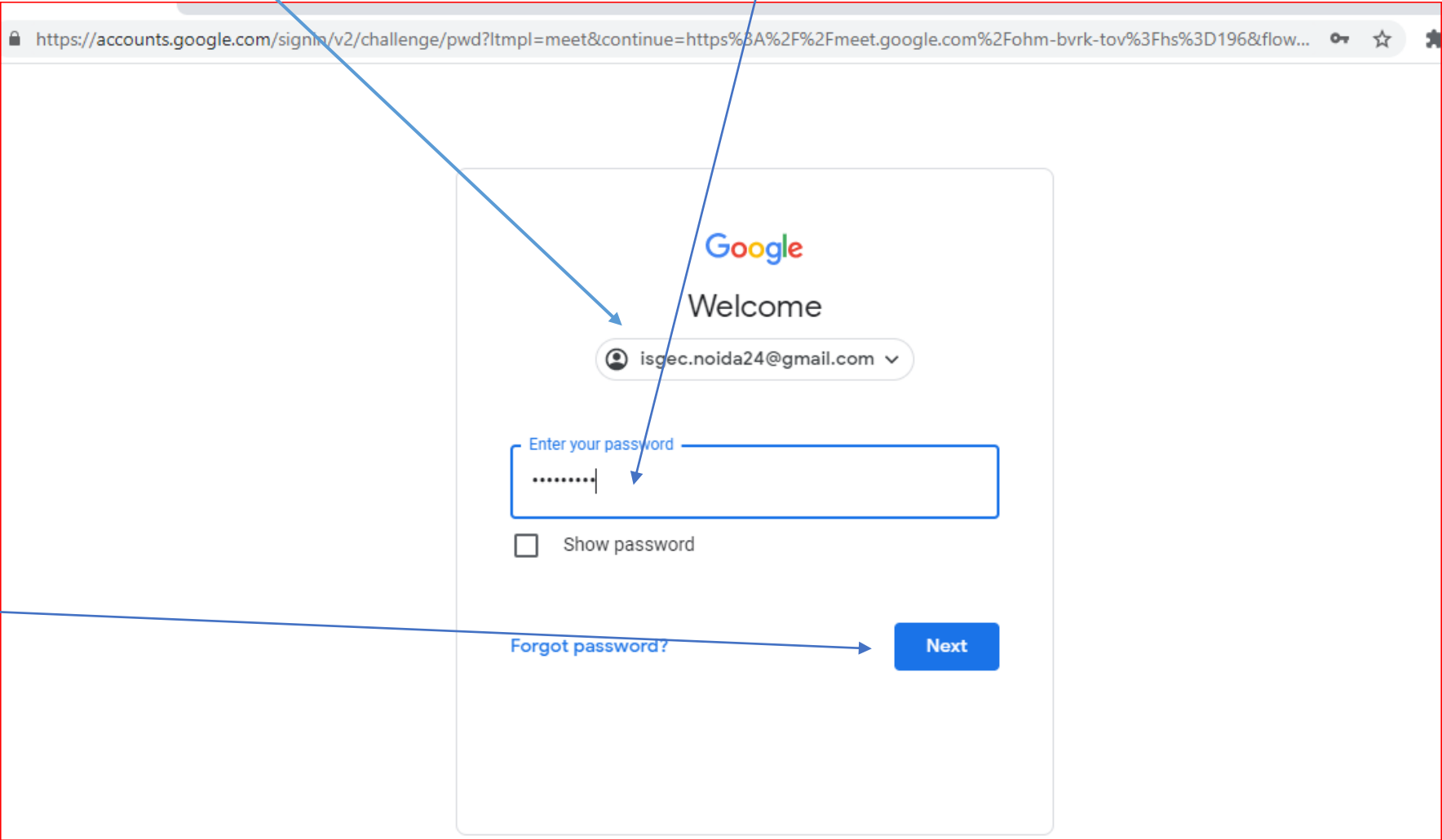
Put your google id for e.g. if you have google/gmail id xyz@gmail.com then type xyz as shown below in case of isgec.noida24 & click Next.



The screenshot shows the Google Sign-in page. The browser's address bar contains the URL: <https://accounts.google.com/ServiceLogin/identifier?lmp=meet&continue=https%3A%2F%2Fmeet.google.com%2Fohm-bvrk-tov%3Fhs%3D196&flowN...>

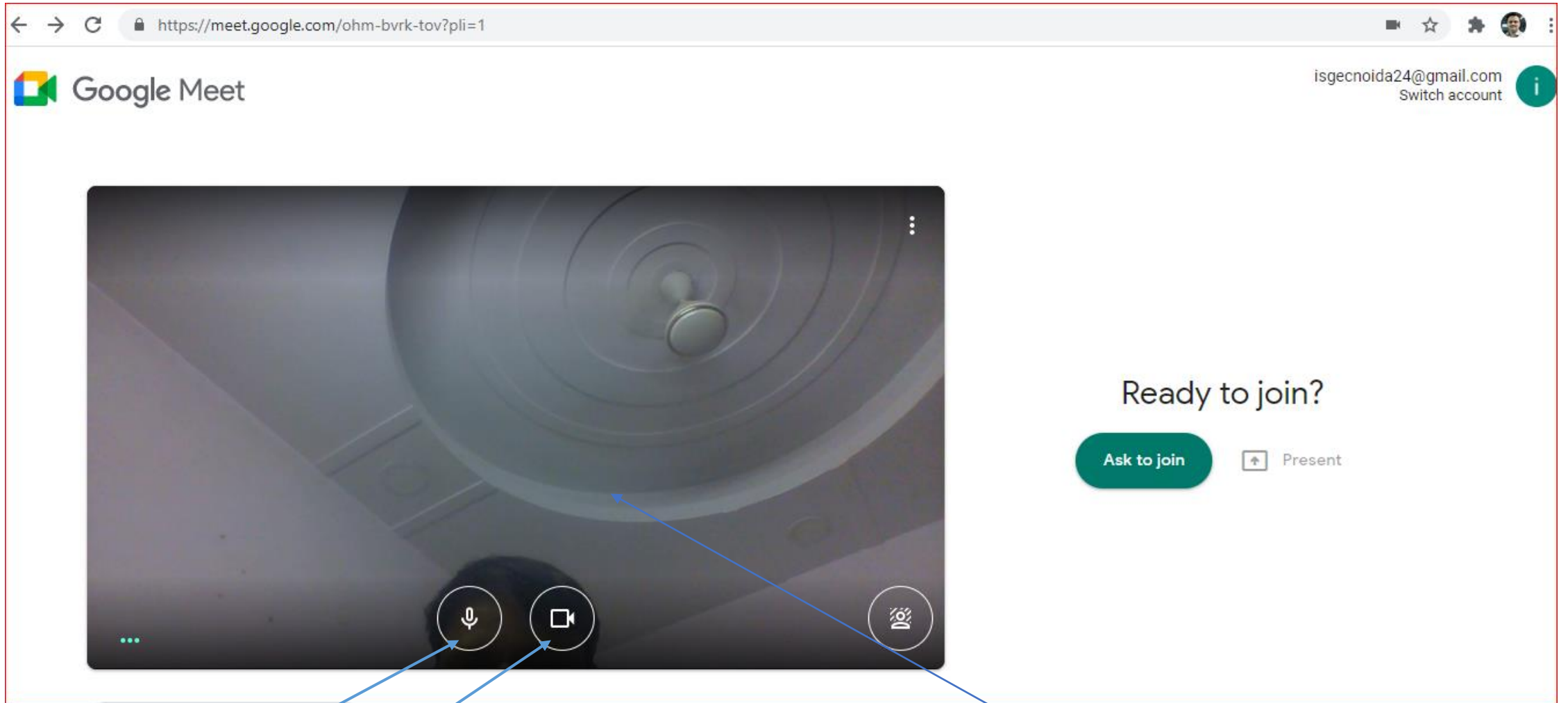
The main content area features the Google logo, the text "Sign in", and "Use your Google Account". Below this is a text input field labeled "Email or phone" containing the text "isgec.noida24". A blue arrow points from the text "Put your google id for e.g. if you have google/gmail id xyz@gmail.com then type xyz as shown below in case of isgec.noida24" to the input field. Below the input field are links for "Forgot email?", "Not your computer? Use Guest mode to sign in privately. Learn more", and "Create account". A blue "Next" button is located at the bottom right. A second blue arrow points from the text "click Next." to the "Next" button.

Now you can see your gmail/google id is selected. Now put in password of the ID with which you are signing in



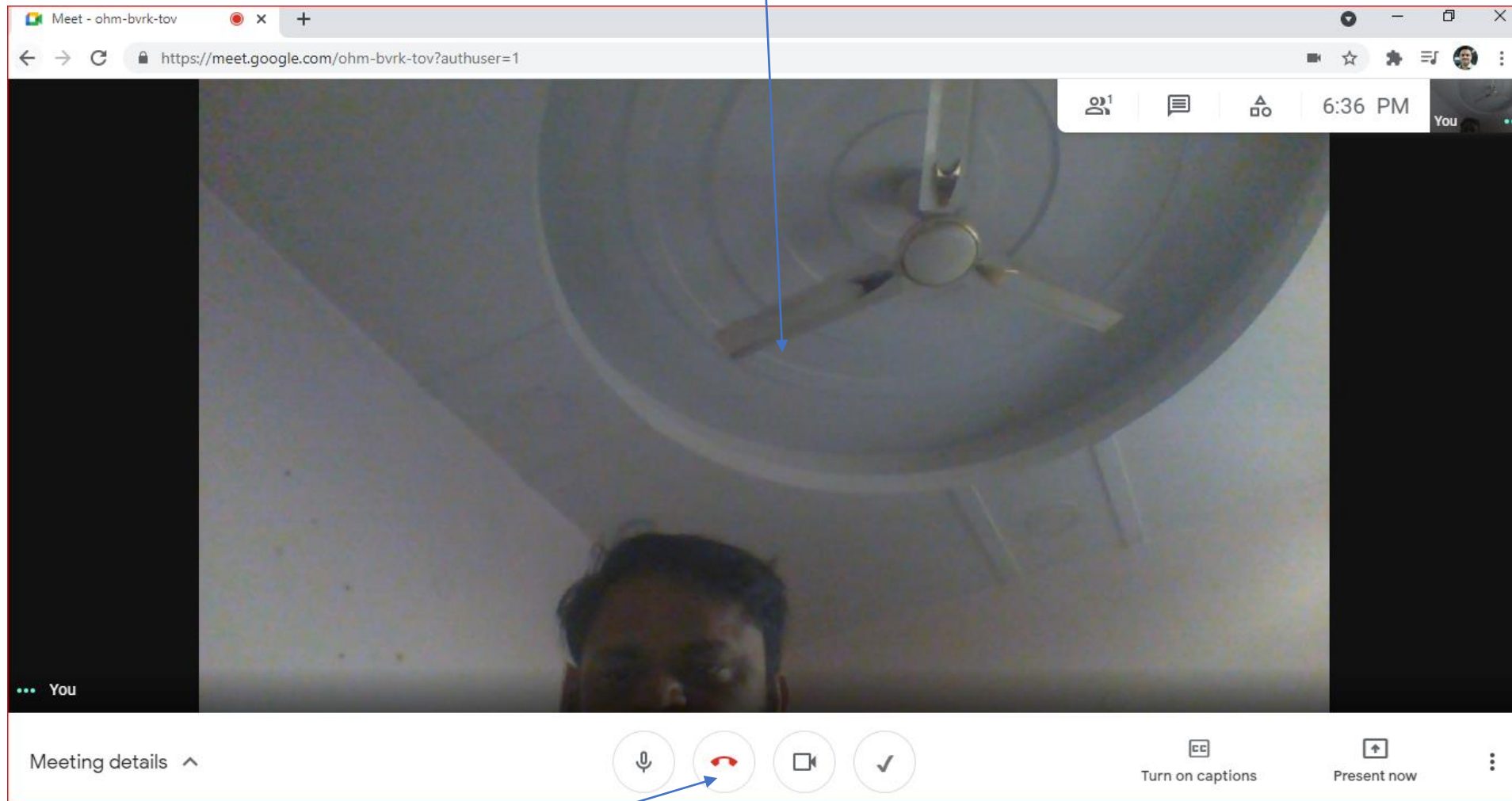
click next

Now click on ask to join /join



Please check your mic & camera must be on & you are able to see your image here

Once joined you can see the video of other persons here in tiled form.



To end the call click here once meeting is over.

Thanks