



## Bajaj Hindusthan Sugar Limited

CIN:L15420UP1931PLC065243

Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802

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### NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Bajaj Hindusthan Sugar Limited will be held on Thursday, July 15, 2021 at 11.00 A.M. at the Conference Hall, General Office, Bajaj Hindusthan Sugar Limited, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh – 262 802, to transact the following businesses:

### SPECIAL BUSINESS:

#### 1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER/PROMOTER GROUP ENTITY OF THE COMPANY, ON CONVERSION OF EXISTING UNSECURED LOAN

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**‘Companies Act’**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**‘SEBI’**), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**‘SEBI ICDR Regulations’**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed, the provisions of Memorandum and Articles of Association of the Company and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the SEBI, Stock Exchange(s) and any other relevant statutory and subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **‘Board’** which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the Members of the Company (**“Members”**) be and is hereby accorded to the Board to create, issue, offer and allot 14,38,00,000 (Fourteen crore thirty eight lakh) equity shares of face value of ₹ 1/- (Rupee One only) each fully paid up, on a preferential basis, at a price of ₹13.28 (Rupees Thirteen and twenty eight paise only) (including premium of ₹12.28 each) per equity share in accordance with Regulation 164 of the SEBI ICDR Regulation and applicable law on preferential basis aggregating to ₹ 190,96,64,000/- (Rupees One hundred ninety crore ninety six lakh sixty four thousand only), by way of conversion of existing outstanding unsecured loan extended by the promoters as a part of promoters contribution to the Restructuring Package approved by the “Joint Lenders Forum” (JLF) (Company’s bankers), in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following Promoter / Promoter Group Entity (hereinafter also known as **‘Proposed Allottees’**) as detailed herein below:

Name of the Proposed Allottees	Category	Outstanding loan (₹)	Conversion of loan (₹)	No. of Shares to be allotted
Kushagra Bajaj	Promoter	110,50,00,000	110,49,99,996	8,32,07,831
SKB Roop Commercial LLP	Promoter Group entity	89,50,00,000	80,46,64,004	6,05,92,169
<b>Total</b>		<b>200,00,00,000</b>	<b>190,96,64,000</b>	<b>14,38,00,000</b>

“**RESOLVED FURTHER THAT** the **‘Relevant Date’** for determining the price of the equity shares being allotted to the Proposed Allottees in accordance with the Regulation 161(a) of the SEBI ICDR Regulations, is **Tuesday, June 15, 2021**, being the date, which is 30 days prior to the date on which the meeting of the shareholders will be held to consider the proposed preferential issue.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of equity shares to be allotted in terms of this resolution shall be subject to applicable laws as well as the Memorandum and Articles of Association of the Company and shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.”

“**RESOLVED FURTHER THAT** the equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the National Stock Exchange of India Limited, BSE Limited and/or SEBI), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.”

“**RESOLVED FURTHER THAT** the equity shares issued to the Proposed Allottees shall be listed on the stock exchanges where the existing equity shares of the Company are listed.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited and within the timelines prescribed under the applicable laws.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby, singly and / or severally, authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchanges as appropriate, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the preferential issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors/ Officers of the Company (as it may consider appropriate) to give effect to the aforesaid resolution.”

By Order of the Board of Directors

**Kausik Adhikari**  
**Company Secretary**  
(Membership No. ACS 18556)

Place: Mumbai

Dated: June 17, 2021

**NOTES:**

- 1. A member entitled to attend and vote at the Extraordinary General Meeting (“meeting”) 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. The instrument appointing the proxy, in order to be effective, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 proxy for any other person or shareholder.**
2. Corporate members intending to send their authorised representatives to attend the Extraordinary General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
5. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners on Friday, June 11, 2021, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
6. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
7. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice by e-mail and others are sent by post/courier along with attendance slip. In case a Shareholder is desirous of obtaining notice and attendance slip in printed form or a duplicate one, shareholder may write to R & T Agent - M/s Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 or send an email to the R & T Agent on [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) or to the Company on [investor.complaints@bajajhindusthan.com](mailto:investor.complaints@bajajhindusthan.com). The R & T Agent/Company shall forward the same to the shareholder.
8. All documents referred to in the accompanying Statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection by shareholders at the Registered Office of the Company during the office hours on any working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to Thursday, July 15, 2021.
9. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company also offers e-voting facility to all the shareholders to cast their vote electronically instead of dispatching notice and attendance slip wherever email id is registered. E-voting is optional. For this purpose, the Company has made necessary arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting and to enable them to cast their votes electronically.
10. Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa. However, in case Shareholder(s) cast their vote both by physical ballot and by electronic mode, then voting done by electronic shall prevail and voting done by physical will be treated as invalid.
11. Electronic copy of the Notice of the Extraordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extraordinary General Meeting of the

Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

12. Members may please note that the Notice of the Extraordinary General Meeting will also be available on the Company's website [www.bajajhindusthan.com](http://www.bajajhindusthan.com) for the download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post. For any communication, the shareholders may also send requests to the Company's investor email id: [investor.complaints@bajajhindusthan.com](mailto:investor.complaints@bajajhindusthan.com)

**13. Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub Regulation (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facilities to Members in respect of the business to be transacted at the Extraordinary General Meeting (EGM). The Company has engaged National Securities Depository Limited (NSDL) as authorised agency to provide e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the e-voting facility, the Company will provide ballot paper at the EGM. Resolutions passed by Members through e-voting or ballot forms are deemed to have been passed as if they have been passed at the EGM.

The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

NOTE: The "remote e-voting" end time shall be 5.00 p.m. on the date preceding the date of Extraordinary General Meeting and the cut-off date shall not be earlier than 7 days before the date of extraordinary general meeting.

**The instructions for shareholders voting electronically are as under:**

The e-voting period commences on **Monday, July 12, 2021 at 9:00 A.M. (IST) and ends on Wednesday, July 14, 2021 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, July 09, 2021** may cast their vote by electronic means in the manner and process set out herein below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are explained as mentioned below:

**Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-voting system.**

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of evoting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [prasanjit.baul@gmail.com](mailto:prasanjit.baul@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**INSTRUCTIONS FOR 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**

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.

In terms of SEBI circular 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 the aforesaid SEBI Circular, login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.



Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 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. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders Holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

A. **Members whose e-mail ID(s) are not registered with the Company/Depository Participants or request for a physical copy, the procedure to vote electronically is as under:**

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM sent with Notice:

**EVSAN (e-voting Sequence Number) USER ID PASSWORD/PIN**

(ii) Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.

B. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the Downloads section of [www.evotingindia.com](http://www.evotingindia.com) or write an e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Alternatively, you can also contact on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for any queries or grievances connected with remote e-voting service.

C. If you already registered with NSDL for e-Voting then you can use his/her existing user ID and password/PIN for casting your vote.

D. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

E. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. July 09, 2021.

NOTE: The cut-off date shall not be earlier than 7 days before the date of Extraordinary General Meeting.

F. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 09, 2021, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com) or write an e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- G. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- H. 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 as well as voting at the EGM through ballot paper.
- I. The Company has appointed Mr. Prasanjit Kumar Baul, Company Secretary, as the Scrutinizer of the Company conducting the remote e-voting and Mr. Avinash Chaturvedi, Advocate, as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process at the EGM in a fair and transparent manner.
- J. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for voting shall be decided by the Company i.e. "Ballot Paper".

- K. The Scrutinizer shall after the conclusion of voting at the extraordinary general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- L. The Results shall be declared by the Chairman or any other person authorized by him in writing on or within forty-eight hours of conclusion of the Extraordinary General Meeting. The results declared shall be along with the consolidated Report of the Scrutinizer be placed on the website of the Company [www.bajajhindusthan.com](http://www.bajajhindusthan.com) and on the website of NSDL immediately after the declaration of results. The results shall also be immediately forwarded to BSE and NSE where the equity shares of the Company are listed.

#### STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### In respect of Item No. 1

##### To issue, offer and allot equity shares on preferential basis

Bajaj Hindusthan Sugar Limited (The Company/BHSL) entered into a Master Restructuring Agreement on December 30, 2014 ("MRA") with the lenders (collectively referred to as "JLF Lenders"), in accordance with the applicable framework and guidelines issued by the Reserve Bank of India ("RBI") for the restructuring of the various loans and financial assistance granted by the JLF Lenders in accordance with a Restructuring Scheme approved by the JLF Lenders under the Joint Lenders Forum. Pursuant to the obligations on the Promoters of the Company under the MRA, the Promoters granted an interest free unsecured loan of ₹ 200 crores to the Company during the period November 13, 2014 to September 24, 2015.

As per request of the Promoters, consortium of lenders granted their approval for the proposed conversion of loan into equity. The issue and allotment of equity shares to the promoter/promoter group entity will not result in inflow of any fresh funds since the money has already been received six years back. However, the conversion will reduce the loan of the Company and improve the debt-equity ratio of the Company.

The Board of Directors of the Company at their meeting held on Thursday, June 17, 2021 considered and approved the proposal of conversion of loan given by the promoters/promoters group entity to equity shares by way of preferential issue to the Promoters and promoter group entity ('Proposed Allottees'), subject to receipt of necessary approvals from Members and Stock Exchanges where the equity shares of the Company are listed.

The details in this regard as required in terms of the SEBI ICDR Regulations and the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

##### A. Particulars of the preferential issue, kind of securities issued and the amount which the Company intends to raise by way of such preferential issue:

The Board, at its meeting held on Thursday, June 17, 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the preferential issue, involving the issue and allotment of up to 14,38,00,000 equity shares, fully paid-up, at the price of ₹13.28 per equity share (including premium), aggregating up to ₹ 190,96,64,000/- on a preferential basis to the Promoter and Promoter group entity, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Details of conversion of loan and shares to be allotted are given below:

Name of the Proposed Allottees	Category	Outstanding loan (₹)	Conversion of loan (₹)	No. of Shares to be allotted
Kushagra Bajaj	Promoter	110,50,00,000	110,49,99,996	8,32,07,831
SKB Roop Commercial LLP	Promoter Group entity	89,50,00,000	80,46,64,004	6,05,92,169
<b>Total</b>		<b>200,00,00,000</b>	<b>190,96,64,000</b>	<b>14,38,00,000</b>

##### B. Object of the preferential issue of equity shares:

The object of this issue is to convert the outstanding unsecured loan into Equity Shares. The conversion will reduce the loan of the Company and improve the debt-equity ratio of the Company.

##### C. Maximum number of specified securities to be issued:

The resolutions set out in this Notice authorize the Board to issue 14,38,00,000 equity shares at ₹13.28 per equity share (face value of ₹1/- and premium of ₹12.28 per equity share) as per the table specified below:

Name of the Proposed Allottees	Category	No. of Shares to be allotted
Kushagra Bajaj	Promoter	8,32,07,831
SKB Roop Commercial LLP	Promoter Group entity	6,05,92,169
<b>Total shares proposed to be allotted</b>		<b>14,38,00,000</b>

**D. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the proposed preferential issue:**

Mr. Kushagra Bajaj, Promoter and M/s SKB Roop Commercial LLP, promoter group entity are intending to participate/ subscribe to the proposed issue. Apart from above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this preferential issue of equity shares.

**E. Basis on which the price has been arrived:**

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued is ₹13.28 per Equity Share being, not less than higher of the following:

- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. ₹7.86 per Equity Share; or
- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date i.e. ₹13.27 per Equity Share.

**F. Relevant Date and Issue Price:**

The Relevant Date for determining the Price of equity shares for the purpose of the preferential issue in accordance with the SEBI ICDR Regulations, would be June 15, 2021, i.e. the date 30 days prior to the date on which the meeting of shareholders will be held to consider the proposed preferential issue.

It is proposed to issue equity shares at an issue price of ₹13.28 (face value of Re.1/- and premium of ₹12.28 per equity share) as determined on the Relevant Date which is in compliance with the provisions of SEBI ICDR Regulations.

**G. Shareholding Pattern of the Company before and after the preferential issue of equity shares:**

The shareholding pattern of the Company giving the position as on the latest available benpos dated Friday, June 11, 2021 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming the proposed preferential issue of equity shares is provided hereunder:

	Category	Pre issue Shareholding Structure		No. of equity shares to be allotted	Post issue Shareholding Structure	
		Number	% of shares		Number	Number
A	<b>Promoter &amp; promoter group</b>					
	Kushagra Bajaj	12897036	1.14	83207831	96104867	7.52
	SKB Roop Commercial LLP	110	0.00	60592169	60592279	4.74
	Other promoters/promoter group	162046276	14.29		162046276	12.69
	<b>Total (A)</b>	<b>174943422</b>	<b>15.43</b>	<b>143800000</b>	<b>318743422</b>	<b>24.95</b>
B	<b>Public shareholding</b>					
	<b>Institutional shareholding</b>					
	Financial institutions/Banks	381853642	33.69	0	381853642	29.89
	Insurance Companies	43165896	3.81	0	43165896	3.38
	Others	2919173	0.25	0	2919173	0.23
	<b>Sub Total (B1)</b>	<b>427938711</b>	<b>37.75</b>	<b>0</b>	<b>427938711</b>	<b>33.50</b>
	<b>Central Government/State government</b>	4500	0.00	0	4500	0.00
	<b>Sub total (B2)</b>	<b>4500</b>	<b>0.00</b>		<b>4500</b>	<b>0.00</b>
	<b>Non institutional investors</b>					
	Individuals	411852173	36.33	0	411852173	32.24
	Others	117041136	10.33	0	117041136	9.17
	<b>Sub Total (B3)</b>	<b>528893309</b>	<b>46.66</b>		<b>528893309</b>	<b>41.41</b>
	<b>Total B = (B1+B2+B3)</b>	<b>956836520</b>	<b>84.41</b>		<b>956836520</b>	<b>74.91</b>
C	<b>Non promoter non public</b>	1780000	0.16	0	1780000	0.14
	<b>Total (A+B+C)</b>	<b>1133559942</b>	<b>100.00</b>	<b>143800000</b>	<b>1277359942</b>	<b>100.00</b>

**H. Proposed time within which the preferential issue shall be completed:**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**I. Identity of the Proposed Allottees and the percentage of post preferential issue capital that may be held by them:**

To meet the object of the issue, below Proposed Allottees, have shown its intent to subscribe to equity shares of the Company.

Name of the Proposed Allottees	Category	Pre issue Shareholding Structure		No. of equity shares to be allotted	Post issue Shareholding Structure	
		Number	% of shares		Number	% of shares
Kushagra Bajaj	Promoter	1,28,97,036	1.14	8,32,07,831	9,61,04,867	7.52
SKB Roop Commercial LLP	Promoter group entity	110	0.00	6,05,92,169	6,05,92,279	4.74

**J. The identity of the natural persons who are ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the Proposed Allottees is as follows:**

Name of the proposed allottees	Details of Ultimate Beneficial Owners
Kushagra Bajaj	Not applicable, since the allottee is an individual
SKB Roop Commercial LLP	Mr. Shishir Bajaj, Mrs. Minakshi Bajaj and Mr. Kushagra Bajaj

**K. Consequential Changes in the Voting Rights and Change in Management or Control:**

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

Except Mr. Kushagra Bajaj, none of the Directors nor any Key Managerial Personnel of the Company have any shareholding interest to any of the Proposed Allottees.

**L. Lock-in Period:**

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-Preferential Issue shareholding of the Company shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

**M. Re-computation of Issue Price:**

Since the Company's equity shares are frequently traded and have been listed on a recognised Stock Exchange for more than 26 weeks prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

**N. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

**O. Other Disclosures:**

- A copy of the certificate from the Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable is available for inspection by the members at the registered office of the Company on all working days, except Saturdays between 11.00 A.M and 1.00 P.M. upto July 15, 2021.
- Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- The Proposed Allottees have not sold equity shares of the Company in the 6 (Six) months preceding the Relevant Date.
- During the period from previous one year till date of this Notice of Extraordinary General Meeting, the Company has not made any preferential issue.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing Members of the Company in the manner laid down in the Section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, consent of the Members by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 read with its Rules and SEBI ICDR Regulations.

The Members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed private placement and/ or preferential issue as set out in the resolution at Item No. 1.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as specified under Item No. 1 of the accompanying Notice for approval of the Members of the Company.

Mr. Kushagra Bajaj is interested in the resolution to the extent of equity shares that are proposed to be allotted to him and M/s SKB Roop Commercial LLP. None of the other Directors or any of KMP of the Company or their relatives are interested in this resolution.

By Order of the Board of Directors

**Kausik Adhikari**  
**Company Secretary**  
(Membership No. ACS 18556)

Place: Mumbai  
Dated: June 17, 2021





# Bajaj Hindusthan Sugar Limited

CIN:L15420UP1931PLC065243

Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802

Tel.: +91-5876-233754/5/7/8, 233403, Fax: +91-5876-233401

Email: investor.complaints@bajajhindusthan.com| Website:www.bajajhindusthan.com

## Form No. MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Folio No./Client ID/DP ID: \_\_\_\_\_

I/We, being the member(s) of and hold/holds \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature:  or failing him/her

2. Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature:  or failing him/her

3. Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature:  or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, July 15, 2021 at 11.00 a.m. at the Conference Hall, General Office, Bajaj Hindusthan Sugar Limited, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802 and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution	For*	Against
<b>Special Business</b>		
1. Special Resolution for issue of equity shares on preferential basis to Promoter/Promoter Group Entity of the Company, on conversion of existing unsecured loan	<input type="checkbox"/>	<input type="checkbox"/>

This is optional. Please put a tick mark (√) in the appropriate column against the resolution indicated in the box. If a member leaves the "For" or "Against" column blank against the Resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on the resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed ..... day of ..... 2021

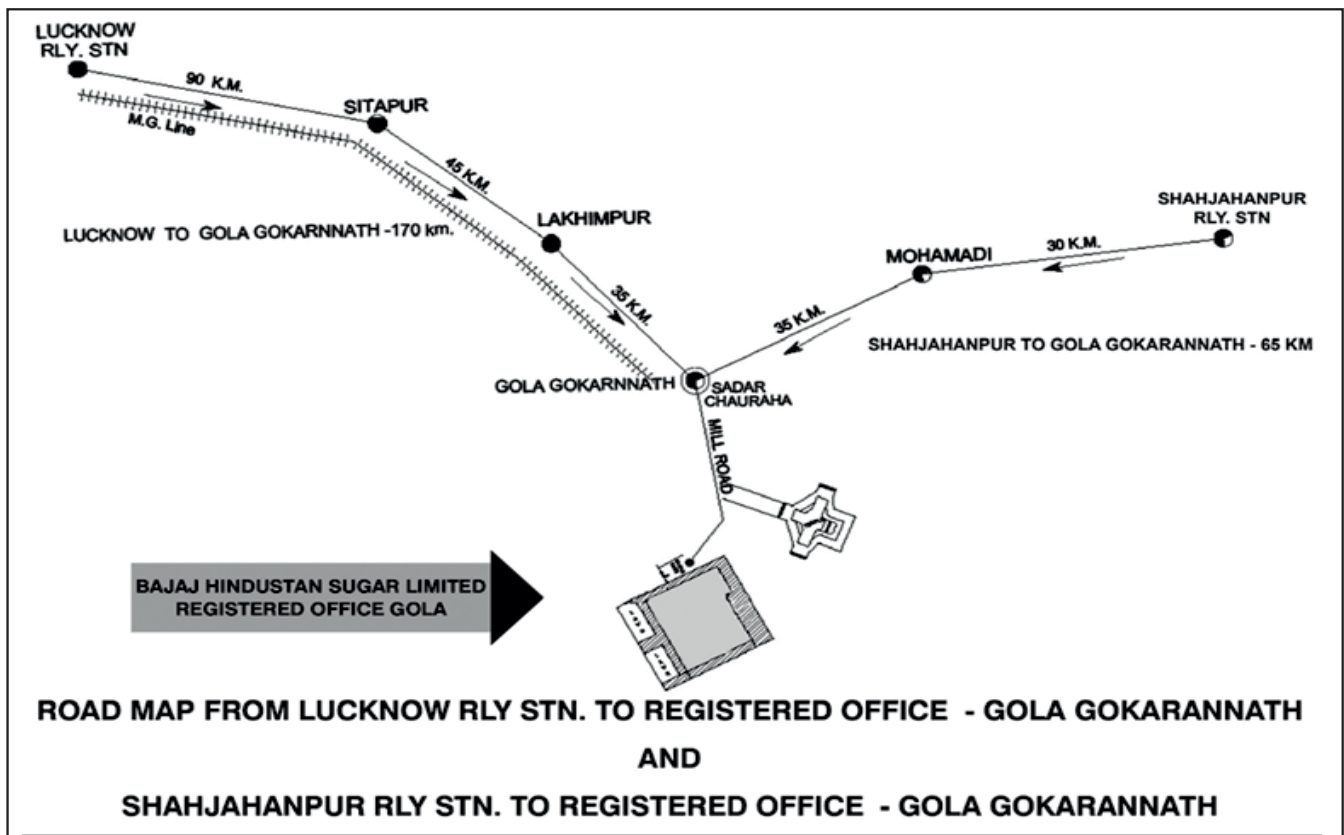
Signature of the proxy holder(s) \_\_\_\_\_

#### Notes:

- \*1. Please put a "√" in the Box in the appropriate column against the resolution. If you leave the "For" or "Against" column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2. This form of proxy in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- 3. For the Resolution, Statement setting out material facts thereon and notes, please refer to the Notice of the Extraordinary General Meeting.



**LOCATION OF THE CONFERENCE HALL, GENERAL OFFICE OF BAJAJ HINDUSTHAN SUGAR LIMITED**





## Bajaj Hindusthan Sugar Limited

CIN: L15420UP1931PLC065243

Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802

Tel.: +91-5876-233754/5/7/8, 233403, Fax: +91-5876-233401

Website: www.bajajhindusthan.com, Email: investor.complaints@bajajhindusthan.com

### ATTENDANCE SLIP FOR EXTRAORDINARY GENERAL MEETING

(Please bring this Attendance Slip to the Meeting Hall and hand it over at the entrance)

Sr. No.

Folio No./DP ID/Client ID No.	
Name and Registered address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company on **Thursday, July 15, 2021 at 11.00 a.m. at the Conference Hall, General Office, Bajaj Hindusthan Sugar Limited, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802.**

\_\_\_\_\_  
First/Sole holder/Proxy

\_\_\_\_\_  
Second holder/Proxy

\_\_\_\_\_  
Third holder/Proxy

\_\_\_\_\_  
Fourth holder/Proxy

#### FOR IMMEDIATE ATTENTION OF THE SHAREHOLDERS

Shareholders may please note the user ID and Password given below for the purpose of remote e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended by the Companies (Management and Administration) Amendment Rules, 2015. Detailed instructions for remote e-voting are given in the Extraordinary General Meeting Notice.

EVS (Remote e-voting Sequence Number)	USER ID	PASSWORD/PIN
116156		