

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of Piccadily Sugar & Allied Industries Limited will be held on Friday, September 27th 2024, at 12:30 P.M. at Deemed Venue Jakhhal Road, Patran, Distt. Patiala, Punjab-147001(deemed venue) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Naveen Pawar (DIN: 09691282), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

3. Re- appointment of Mr. Naveen Pawar (DIN: 09691282) 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** pursuant to Sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and the rules made there under, approval of members of the company be and is hereby granted to the re-appointment of. Mr. Naveen Pawar (DIN: 09691282) as Whole-time Director of the Company for a period of one year with effect from July30, 2024 up to July 29, 2025.

RESOLVED FURTHER THAT Mr. Naveen Pawar (DIN: 09691282)in his capacity as Whole-time Director, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and as per the details given in the explanatory statement

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to alter and vary the terms & conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Naveen Pawar (DIN: 09691282).”

4. Appointment of Dr. Ramneek Kaur (DIN: 10083512) as a Non-Executive 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, 150, 152, ScheduleIV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the company and based on the approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Ramneek Kaur(DIN: 10083512)who has been appointed by the Board of Directors as an Additional Independent director of the company with effect from 2nd July 2024 and who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director (Non-Executive)of the Company;

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for the appointment of Ms. Ramneek Kaur (DIN: 10083512), who meets the criteria of independence as provided in Section 149(6)of the Act and rules framed thereunder and Regulation16(1)(b)of the LODR Regulations and who has submitted a declaration to that effect, as an Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 2ndJuly 2024upto 1st July 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors and/or Company Secretary to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for the matters concerned and incidental thereto.”

5. Appointment of Mr. Akhil Dada (DIN: 02321706) as a Non-Executive 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, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on the approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Akhil Dada (DIN: 02321706) who has been appointed by the Board of Directors as an Additional Independent director of the company with effect from 2nd July 2024 and who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director (Non-Executive) of the Company.

RESOLVED FURTHER THAT the approval of the Members be and is here by accorded for the appointment of Mr. Akhil Dada (DIN: 02321706), who meets the criteria of independence as provided in Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the LODR Regulations and who has submitted a declaration to that effect, as an Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 2nd July 2024 upto 1st July 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors and/or Company Secretary to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for the matters concerned and incidental thereto.”

6. To appoint Ms. Avneet Kaur (Din No 09479099) as a Non-Executive Non-Independent Director 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 the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and any other applicable provisions of SEBI Listing Regulations, Ms. Avneet Kaur (Din No 09479099), who was appointed as an Additional Director of the Company by the Board of Directors on July 02, 2024 pursuant to provisions of Section 161(1) of the Act and 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 from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

7. To issue and offer of non-convertible, cumulative, non-participating, redeemable preference shares on a private placement basis (“NCRPS”):

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof constituted/ to be constituted for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot up to 1,20,00,000 (One Crore Twenty Lakh) 5% Non-Convertible, Cumulative, Non-Participating, Redeemable Preference Shares of the Company, of the face value of Rs. 10 each, on such terms and conditions, for an aggregate value not exceeding Rs.12,00,00,000 (Twelve Crores) in one or more tranches, from time to time, as may be decided by the Board under this offer, at par or otherwise viz., including but not limited to conversion of loan into Non-Convertible, Cumulative, Non-Participating, Redeemable Preference Shares (“NCRPS”) on a private placement basis, Promoter/Promoter Group of the Company and on such terms and conditions as , as may be decided by the Board;

RESOLVED FURTHER THAT upon allotment of the NCRPS to the Promoter/Promoter Group/Strategic Investors pursuant to conversion of a part of their facilities/loans into NCRPS, the loans shall stand reduced to the extent of conversion thereof into NCRPS; and such loans/facilities so converted shall cease to carry any interest from the date of allotment of the NCRPS;

RESOLVED FURTHER THAT the said NCRPS shall not be listed with any Stock Exchange.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the terms of issue of NCRPS are as follows:

- (i) The NCRPS shall rank for dividend (if declared by the Company) in priority to the Equity Shares of the Company for the time being of the Company;
- (ii) The NCRPS shall, in winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares but shall not be entitled to any further participation in profits or assets or surplus funds;
- (iii) Holders of NCRPS shall be paid dividend on a cumulative basis;
- (iv) NCRPS shall not be convertible into equity shares;
- (v) NCRPS shall not carry any voting rights and
- (vi) NCRPS shall be redeemable.
- (vii) The NCRPS shall be redeemable, at par, at any time within a period not exceeding 20 years from the date of allotment as per the provisions of the Companies Act, 2013.
- (viii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of NCRPS, and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Listing Regulations, applicable SEBI Regulations and other applicable laws
- (ix) The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee(s) or officer(s) of the Company, as it may consider appropriate, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of ‘Offer

Document' as may be prescribed under the Act and the Rules made there under and to resolve all questions of doubt and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate."

By the order of the Board of Director

Sd/-

Kajal Goel

Company Secretary

M.No. ACS.37752

Date: 12-08-2024

Place: Gurugram

NOTES:

Pursuant to General Circular 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, September 25, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/ CFD/ CMD1/ CIR/ P/2020/79, SEBI/HO/ CFD/CMD2/ CIR/P/2021/11 and SEBI/HODDHS/P/ CIR/2022/0063 and SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and October 7, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue.

In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of the Company at www.psailpatran.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsd.com (the Authorized agency for providing voting.

1. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No.2,3,4,5, & 6 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-1.
2. The venue of the meeting shall be deemed to be registered office of the company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Companies Act, 2013 will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Sh. Prince Chadha Company Secretary (ACS No. 32856, CP No.12409) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to prince.chadha88@gmail.com with a copy marked to evoting@nsdl.co.in
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Members can login and join the AGM 45 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. 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.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 31st AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, mobile number & number of shares at investor@masserv.com/piccadilygroup34@rediffmail.com before 20th September, 2024 (5:00 p.m. IST). Subject line for such registration should be 'Speaker Registration of Piccadily Sugar & Allied Industries Limited'. Those Members who register themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. The Register of Member and Share Transfer Books of the Company will remain closed From **Friday, September 20, 2024 to Thursday, September 26, 2024 (Both days inclusive)**.
11. No request for physical Transfer of shares shall be processed in terms of the SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018.

Further, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or MAS Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel.No.011-26387281/82/83) for assistance in this regard.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

- 12.** The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021, 16/03/2023 and November 17, 2023 has made it mandatory for the shareholders holding securities in physical format of Furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Share Transfer Agent ('RTA') of the Company. RTA will not process, any service requests or complaint received from the member until unless above KYC and nomination is completed by shareholder.

As per above SEBI circular that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e.www.masserv.com.

- 13.** Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
- 14.** In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Friday, 20th September, 2024 such person may generate User ID and Password as explained in e-voting instructions.
- 15.** With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 16.** In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
- 17.** SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

18. The statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013, and all documents referred to in the Notice of AGM and accompanying explanatory statements will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to piccadilygroup34@rediffmail.com.

19. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote voting to exercise votes on the items of business given in the Notice of 31st Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Friday, 20th September, 2024 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E- VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 24th September, 2024 at 9:00 A.M. and ends on 26th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2024

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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.

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.	<ol style="list-style-type: none"> 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 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 or joining virtual meeting & voting during the meeting. 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

Type of shareholders	Login Method
	<p>3. 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. 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 or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/ login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 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 or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in 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. Password details for shareholders other than Individual shareholders 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. 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**
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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.
After you click on the “Login” button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 prince.chadha88@gmail.com with a copy marked to 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.nsdl.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.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request —————at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical form, please refer note no. 11 of the notes of the notice.
2. In case shares are held in demat mode, please refer to e-voting instructions.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at piccadilygroup34@rediffmail.com. The same will be replied by the company suitably.

General Instructions:

- i. 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 AGM.
- ii. Mr. Prince Chadha (M. No. 32856, C.P. No. 12409) of M/s P.Chadha & Associates, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, 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 two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Whole Time

Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- V The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.psailpatran.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the stock exchanges

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM No. 2 & 3

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors re-appointed Mr. Naveen Pawar (DIN: 09691282) as a Whole-time Director of the Company for a period of one year with effect from July 30, 2024 upto July 29, 2025, subject to the approval of the members in the Annual General Meeting.

Mr. Naveen Pawar is a Post Graduate in MBA (Finance) from All India Management Association University (AIMU), New Delhi & have more than 18 years' experience in Finance & Liaison. He is well versed with the corporate practices.

He is well versed with the marketing techniques and has successfully achieved the marketing goals by making the strong working team.

1) A. Remuneration

- a) Salary Rs 1.00 (Rs one) per month including all perquisites & allowances.
- b) Benefits, perquisites and allowances as will be determined by the Board from time to time. Reimbursement of expenses incurred on travelling, telephone expenses shall not be considered as perquisite.

B). Minimum remuneration

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Whole-time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, benefits and perquisites, performance incentive as approved by the Board of Directors as per provisions of Companies Act 2013 & rules framed there under.

- 2) (i) The Whole-time Director shall not become interested or otherwise concerned through his spouse and/children or any selling agency of the company.
- (ii) The appointment may be terminated by either party by giving to other party one month notice for such termination or the company paying one month remuneration in lieu thereof.

The Board recommends this resolution as a Special Resolution for the approval of the members in terms of Resolution set out in Item No.3 of the Notice.

None of the Directors or Key Managerial Person of the Company or their relatives is interested in the resolution(s) .

ITEM NO.4

Dr. Ramneek Kaur, has completed BA.LLB (Hons), Guru Gobind Singh Indraprastha University, New Delhi. She has completed LL.M in *Intellectual Property Rights & Corporate Laws* from National Law University Delhi (Gold Medalist), and also Ph.D., from Department of Laws, Panjab University, Chandigarh. Currently she is working as an Assistant Professor (Law), in Amity Law School, Amity University Punjab, Mohali and she is also having an experience of approximately 2 years in Corporate Sector. She is having an experience of more than 12 years in the field of Legal, Secretarial and in Corporate Sector.

Ms. Ramneek Kaur has been appointed as a Non-Executive Additional Independent Director of the Company with effect from 02.07.2024.

The Board recommends this resolution as a Special Resolution for the approval of the members in terms of Resolution set out in Item No.4 of the Notice.

None of the Directors or Key Managerial Person of the Company or their relatives is interested in the resolution.

ITEM NO.5

Sh. Akhil Dada is a graduate in Commerce from Punjab University and Post Graduate in Business Administration (MBA) from VTU Belgaum. He is having more than 23 years of experience in managing different business including specializes sales & management team.

Currently he is working as CEO in Dada Earthmovers and Dada CV(Automobile dealerships for JCB India Ltd and Volvo Eicher Commercial Vehicles).

Sh. Akhil Dada has been appointed as a Non-Executive Additional Independent Director of the Company with effect from 02.07.2024.

The Board recommends this resolution as a Special Resolution for the approval of the members in terms of Resolution set out in Item No.5 of the Notice.

None of the Directors or Key Managerial Person of the Company or their relatives is interested in the resolution.

ITEM NO.6

Ms. Avneet Kaur, a Commerce Graduate from Kurukshetra University and she holds a Diploma in Finance, Accounts, and Auditing from Kalpana Chawla, Polytechnic. She has been a member of the Institute of Company Secretaries of India since 2019.

She possesses over 5 years of experience as a Company Secretary in various listed companies. She is proficient in handling various compliances with Stock Exchanges, the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other relevant authorities.

Additionally, she has substantial expertise in legal matters, accounting, and a broad spectrum of managerial duties.

Ms. Avneet Kaur has been appointed as a Non-Executive Additional Non- Independent Director of the Company with effect from 02.07.2024.

The Board recommends this resolution as a Ordinary Resolution for the approval of the members in terms of Resolution set out in Item No.6 of the Notice.

None of the Directors or Key Managerial Person of the Company or their relatives is interested in the resolution.

ITEM No. 7.

Your Company is in the process of upgrading the machinery & implementing the ethanol project at Patran Punjab.

Accordingly, approval of the Members is being sought by way of Special Resolution under Section 62, 55 and other applicable provisions of the Companies Act, 2013 read with Rules made there under for issue of 5% Non-Convertible, Cumulative, Non- Participating, Redeemable Preference Shares ("NCRPS") aggregating to not exceeding Rs. 12,00,00,000 /- (Rupees Twelve Crores Only) under this offer and allot the "NCRPS" on a Private Placement basis, by converting unsecured loan into NCRPS on the terms and conditions as set hereunder:

Piccadily Sugar & Allied Industries Limited

Name of Proposed Allottee / Class or class of persons to whom allotment is proposed to be made	Piccadily Agro Industries Limited and other (if any)
Intention of Promoters/ Promoter group, Directors or KMP/Strategic investor.	Conversion of loans and new allotment of NCRPS
% of Subscription by Proposed Allottee	100 %
Size of the issue	12:00 Crores
No. of Preference shares	1,20,00,000 Preference Shares
Nominal value /Price at which allotment is proposed	Rs.10 per preference share
Basis on which the price has been arrived	Issue is AT PAR
Tenure	Not exceeding 20 years from the date of their allotment, as may be decided by the board
Nature of Preference shares	Non-Convertible, Cumulative, Participating, Redeemable Preference Shares ("NCRPS")
Object of the issue	Funds have been utilized as specified in the Explanatory Statement.
Manner of issue of shares	Offer on private placement basis to Promoter as specified in the Offer, in such time and manner as may be decided by the Board of Directors
Offer period	To be determined by the Board or Operation Committee
Terms of Issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company
Rate of Dividend	5 % Annualy
Manner and mode of redemption	To be determined by the Board
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.
Current equity shareholding pattern	Mentioned below in Annexure I
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non-convertible
No subsisting default in the redemption of existing preference shares, payment of dividend	Not Applicable
Listing	Non-Convertible ,Cumulative, Non- Participating, Redeemable Preference Shares ("NCRPS") will not be listed at any Stock Exchange.
Current and post issue Preference Shareholding Pattern of the Company	As given below in Annexure II

Shareholding Pattern as on 31/03/2024

Annexure I

S. No.	Name	No. of Share	%
1	SIDDHARTHA SHARMA	3475263	14.95
2	PRACHI SETTY	10000	0.04
3	PICCADILY AGRO INDUSTRIES Ltd.	8341936	35.87
4	SOON -N-SURE HOLDINGS LTD	5569702	23.95
5	PICCADILY HOTELS PRIVATE LIMITED	38653	0.17
6	PUBLIC	5818973	25.02
	TOTAL	23254527	100

Pre and Post Shareholding of preference shares

Annexure II

In Rs.

Sr. No	Category	Pre-Issue		Allotment of Securities		Post-Issue	
1.	Promoter & Promoter Group Holdings	-	-	-	-	-	-
2.	Strategic Investors	-	-	-	-	-	-
	Total			12,00,00,000		12,00,00,000	

The Directors recommend these Resolutions at Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution

Details of Directors seeking appointment/ re-appointment in Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Annexure-1

Name of Director	Sh. Naveen Pawar	Dr. Ramneek Kaur	Sh. Akhil Dada	Ms. Avneet Kaur
Director Identification Number (DIN)	09691282	10083512	02321706	09479099
Date of Birth & Age	22/10/1986 & 37	29/12/1988 & 35	29/07/1977 & 47	15/12/1994 & 29
Date of Appointment	30/07/2024	02/07/2024	02/07/2024	02/07/2024
Qualifications	Post Graduate- in (MBA Finance)	Dr. Ramneek Kaur, has completed BA.LLB (Hons), Guru Gobind Singh Indraprastha University, New Delhi. She has completed LL.M in <i>Intellectual Property Rights & Corporate Laws</i> from National Law University Delhi (Gold Medalist), and also Ph.D., from Department of Laws, Panjab University, Chandigarh.	Sh. Akhil Dada is a graduate in Commerce from Punjab University and Post Graduate in Business Administration (MBA) from VTU Belgaum.	Ms. Avneet Kaur, a Commerce Graduate from Kurukshetra University and she holds a Diploma in Finance, Accounts, and Auditing from Kalpana Chawla, Polytechnic. She has been a member of the Institute of Company Secretaries of India since 2019.
Expertise	Well experience in accounts, Finance, Liaison & marketing.	Legal, Secretarial and in Corporate Sector	Specializes in sales & management team	She is proficient in handling various compliances with Stock Exchanges, the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), and other relevant authorities.
Shareholding of Director in the Company	NIL	NIL	NIL	NIL
Relationship with other directors and KMPs of the Company	NIL	NIL	NIL	NIL
List of outside Directorships as on Appointment Date	NIL	1. Ripple Innovations Private Limited. 2. Arnica Business Consultants Private Limited. 3. Sukhraj Foundation.	1. Piccadily Agro Industries Limited. 2. Clear Vision Media Private Limited.	NIL
Chairmanship/ Membership of Committee	NIL	NIL	Chairman of Audit Committee & Stakeholders Relationship Committee in Piccadily Agro Industries Limited.	NIL