



INDIAN SUCROSE LIMITED

CIN : L15424PB1990PLC010903
Email Id : info.isl@yaducorporation.com | Website : www.muksug.in



To
The Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400001

Date- 05/09/2024

Scrip code- 500319

Dear Sir/Madam,

Sub: Annual Report of the company for the financial year ended March 31, 2024 along with the notice convening the 33rd Annual General Meeting (“AGM”)

In furtherance to our letter dated 31st August 2024 and pursuant to Regulation 30 and 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”), Please find enclosed the Annual Report for the year ended March 31, 2024 including Notice of the 33rd Annual General Meeting of Indian Sucrose Limited (‘the Company’) to be held on Monday, 30th September, 2024 at 10:30 A.M.(IST) through Video Conferencing (‘VC’) /Other Audio-Visual Means (‘OAVM’)

In compliance with relevant circular issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report of the company for the financial year ended March 31, 2024 and the notice of the 33rd Annual General Meeting has been dispatched to all the members of the Company whose email addresses are registered with the Company or Registrar and Share Transfer Agent of the Company or Depository Participant(s).

The Annual Report of the Company for the financial year ended March 31, 2024 and the Notice Convening the 33rd Annual General Meeting of the Company are available on the website of the Company at <http://www.muksug.in/>

Request you to take the above information on record

Thanking You,

Yours Faithfully,
For Indian Sucrose Limited

Anamika Raju
Company Secretary



Works and Regd. Office: G.T. Road, Mukerian-144211, Distt Hoshiarpur (Punjab)
Ph.: +91-9115110651/52, Fax : +91-1883-244532
Ph.: +91-9115110505, Ph.: +91-9115110663



INDIAN SUCROSE LIMITED
Regd. Office & Works: G.T. Road, Mukerian-144211, Distt. Hoshiarpur (Punjab)
CIN: L15424PB1990PLC010903
Phone: +91-9115110651/52
Email Id: isl.investor@yaducorporation.com,
Website: www.muksug.in

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of Indian Sucrose Limited (the “Company”/ “ISL”) will be held on Monday, 30th September, 2024 at 10.30 A.M. through video conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business(es):

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2024 and the reports of the Board of Directors’ and Auditors’ thereon and, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mrs. Geeta Sharma (DIN: 08905164), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Geeta Sharma (DIN:08905164), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025 and, in this regard 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 provisions of Section 148 and other provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration, decided by the Board of Directors on the recommendation of the Audit Committee, of ₹1,00,000/- (Rupees One Lac only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s Khushwinder Kumar & Co, Cost Accountants, Ludhiana, having Firm Registration No.100123, appointed by the Board to conduct the audit of cost records maintained by the Company for the financial year ending 31st March, 2025.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its powers) Rules, 2014 and regulation 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations” and/or any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the company’s policy on related party transactions and pursuant to the approval of Audit Committee and the Board of Directors of the company, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving/providing loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to the entities as mentioned in explanatory statement being the related party under the Act and SEBI Listing Regulations and on which the Directors of the Company are interested as per explanation to sub-section 2 of section 185 of the Act, of an aggregate amount not exceeding ₹ 400 Crores (Rupees Four Hundred Crores only), for the period April 1st 2024 to March 31, 2025, in its absolute discretion deem beneficial and in the best interest of the Company provided that the said loan transaction(s) shall be carried out at arm’s length basis.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Board of Directors or Chief Financial Officer, Vice President Accounts and Finance of the Company be and is hereby severally authorized to negotiate, finalize and agree to the terms & Conditions of the aforesaid loan and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

“RESOLVED FURTHER THAT all actions already taken by the Board of Directors /Audit Committee, if any, in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

5. To approve Material Related Party Transactions of the Company and in this regard, 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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”) read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company’s policy on Materiality of Related Party Transactions and on dealing with related party transactions and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the company, approval of the members of the company be and is hereby accorded to the company to enter into and/or continue the related party transaction(s) /contract(s)/arrangement(s) /agreement(s) (in terms of Regulations 2(1)(zc)(i) of the listing regulations) in terms of the explanatory statement to this resolution more specifically set out in tabular form in the explanatory statement to this resolution on the respective material terms & conditions.

RESOLVED FURTHER THAT the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director/CFO/or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To approve re-appointment of Mr. Kunal Yadav (DIN: 01338110) as Executive Chairman cum Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(S) or re-enactments thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Kunal Yadav (DIN:01338110) as Chairman cum Managing Director of the Company, for a period of 5 (Five) years, on expiry of his present term of office, i.e. with effect from June 16, 2025 upto June 15, 2030, as a director not liable to retire by rotation, on the terms & condition including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as” the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Kunal Yadav, subject to same as per the provisions of Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactments thereof.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, read with schedule V and other applicable provisions if any, and the rules made thereunder (including and statutory modification(s) or re-enactments thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2015, if any, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to increase the overall maximum managerial payable which exceeds the threshold limit as prescribed in provision of Schedule V of the Companies Act, 2013 and the rules made thereunder, the terms and remuneration are set out in the statement annexed to the notice convening this meeting.

“RESOLVED FURTHER THAT in the event of inadequacy or absence of profits during the financial year, the remuneration comprising salary, perquisites, commission and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

“RESOLVED FURTHER THAT the aforesaid remuneration be paid to Mr. Kunal Yadav is within the limits prescribed under Regulation 17(6)(e) of the Securities and Exchange of Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 the company do hereby accords members approval to the payment of remuneration in excess of 5% of the net profit of the company as specified under first and second proviso of sub section (1) of section 197 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts & deeds and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. To approve changes in Main Object Clause of Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of the Registrar of Companies, the consent of the Members of the Company be and is hereby accorded that Clause 3 (a) under “The Objects to be pursued by the Company on its incorporation are” be and is hereby altered and extended by inserting the following new-sub clauses (13) to read as follows:

NEW SUB-CLAUSES TO BE INSERTED AS UNDER

CLAUSE 3(a) UNDER “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”:

“Clause 13 - To carry on in India or elsewhere the business to manufacture, commercialize, compound, distribute, derive, process, pack, repack, blend, alter, value add, grade, handle, prepare, preserve, protect, promote, supervise, supply, trade, import, export, buy, sell, and to act as agent, broker, buyer, seller, traders, importers, exporters, distributors, concessionaires, consultants, collaborator, job worker or otherwise to deal in all varieties, descriptions, characteristics of food products such as Coffee, tea, jaggery, pulses, flours and preparations made from cereals, bread, pastry and confectionery, alternate sugar, honey, treacle, salt, spices

whole and grounded, food preservative, spreads, sauces, juices and flavored beverages, edible oils and similar products etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Board of Directors or Chief Financial Officer of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

**By Order of the Board
For Indian Sucrose Limited**

**Kunal Yadav
Chairman cum Managing Director
(DIN:01338110)**

**Registered Office: G.T. Road 144211, Distt. – Hoshiarpur
Place: Mukerian
Date: 31.08.2024**

NOTES:

1. A statement pursuant to Section 102(1) of the Act, relating to the special business to be transacted at the AGM is annexed hereto, being considered unavoidable, be transacted at the 33rd AGM of the Company.
2. Participation of Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under the section 103 of the Act.
3. Since the AGM will be held through VC, the route map of the venue of the meeting is not annexed hereto.
4. Details of Directors retiring by rotation /seeking appointment /re –appointment at this meeting are provided in the “Annexure” to the Notice.
5. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the company/RTA, as mandated by SEBI, along with the details of folio no. Members holding shares in electronics mode are requested to submit their PAN to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
6. Electronic copy of all the documents referred to in the accompanying Notice of the 33rd Annual General Meeting and the explanatory statement will be available for inspection in the Investor Section of the website of the Company at www.muksug.in.
7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at G.T. Road, Mukerian – 144211, Distt. Hoshiarpur (Punjab);
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
8. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards’ report, etc. by electronic mode. Pursuant to the MCA/SEBI Circulars, Notice of 33rd AGM along with the Annual Report for F.Y. 2024 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 and Annual Report for F.Y. 2024 will also be available on the Company’s website at (www.muksug.in >investors) website of the stock exchanges i.e., BSE Limited at www.bseindia.com and on the website of NSDL.
9. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut - off date for e- voting i.e. 23rd September, 2024, such person may obtain the User ID and password from the MCS Share Transfer Agent Limited/ Company/ NSDL by e-mail request on isl.investor@yaducorporation.com/ admin@mcsregistrars.com/ evoting@nsdl.com .

10. No request for physical transfer of shares shall be processed in terms of the SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulation, 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 of shares 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 MCS Share Transfer Agent Limited, 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 (Mobile No. +91-9115522304) or MCS Share Transfer Agent Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011-41406149/50/51/52) for assistance in this regard.

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

11. The Securities and Exchange Board of India ("SEBI") vide its circular dated November 03, 2021 read with circular dated December 14, 2021, March 16, 2023 and November 17, 2023 has made it mandatory for the shareholders holding securities in physical form to 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 complaints received from the members until & unless above KYC and nomination is completed by shareholder.

As per the 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 on 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 PAN 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 office of the RTA, all forms ISR1, ISR2, ISR 3, ISR 4, SH13, and SH14, are available at the RTA website i.e. www.mcsregistrars.com, shareholders can download the forms mentioned in SEBI Circular from the website of the Company or RTA.

A separate communication and reminder letter as per SEBI Circular dated 03/11/2021,16/03/2023,04 and 17/11/2023 already sent to the respective shareholders.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone /mobile numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, etc., to their DPs if the shares are held by them in electronics form and to the Company /RTA of the shares are held by them in physical form.
13. 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.

14. 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/her death. Shareholders desirous of availing this facility may submit the requisite nomination form.
15. In terms of SEBI Circular dated December 09, 2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
16. Dispute Resolution Mechanism at Stock Exchanges: SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the company had sent communication intimating the said Dispute Resolution Mechanism to all the members holding shares in physical form.
17. SEBI vide Circular Nos. SEBI/HO/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (Updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can be accessed through the Company’s website at <https://www.muksug.in>.

General instructions for accessing and participating in the 33rd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. Pursuant to General Circular Nos. 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, December 28, 2022 and 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. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders(Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.muksug.in The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 20/2020 dated May 05, 2020 further amended dated September, 25, 2023.

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

The remote e-voting period begins on Friday, 27 September, 2024 at 09:00 A.M. and ends on Sunday, 29 September, 2024 at 05:00 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. 23.09.2024, 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 23.09.2024.

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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user may enter your existing myeasi username & password. 2. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. 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.

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 evoting@nsdl.com or call at 022 - 4886 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 2109911

B) Login Method for e-Voting and joining virtual meeting 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***
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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.com 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.
9. 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 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 cssheetalsharma@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to (Abhishek Mishra) at evoting@nsdl.com

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 mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Adhaar Card) by email to isl.investor@yaducorporation.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Adhaar Card) to (isl.investor@yaducorporation.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at isl.investor@yaducorporation.com. Only those members who are registered will be allowed to express their views or ask questions. The company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
6. 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 isl.investor@yaducorporation.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item. 3:

The Board of Directors, at their Meeting held on 14th February, 2024 on the recommendation of the Audit Committee, approved the re – appointment of M/s Khushwinder Kumar & Co., Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the financial year ended 31st March, 2025 at a remuneration of ₹1,00,000/- (Rupees One Lac only) plus applicable taxes and reimbursement of out of pocket expenses.

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the members of the company is sought by passing an Ordinary resolution as set out in Item No. 3 of the notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of Cost records, for the financial year ended 31st March, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in the resolution set out at item No. 3 of the notice.

The Board recommends the Ordinary Resolution set out at item No. 3 of the notice for approval by the members.

Item No. 4:

Pursuant to section 185 of the Companies Act, 2013 (“Act”), a company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of a person in whom any of the director of the company is

interested) as specified in the explanation to section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the General Meeting.

As per Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), material related party transactions require the approval of shareholders through a resolution. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

It is proposed to give/provide loan(s) including loan(s) represented by way of book debt to below entity wherein the directors of the company are interested as per explanation to section 185(2)(b) of the Act for their principal business activities and other matters connected and incidental thereto, Also, considering the threshold of 10% of consolidated turnover of the Company as on March 31, 2024 for determining ‘materiality’, the proposed transaction(s) will also require approval of members under Regulation 23(4) of SEBI Listing Regulations.

Given the nature of the Industry, the company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm’s length basis.

The Audit committee consisting majority of Independent Directors and passed by the Independent Directors only and have approved by the Board of directors of the company and have noted that although these transactions are in the ordinary course of business and are at arm’s length price. Most of the related parties’ transactions are material in nature as defined under SEBI Listing Regulations.

The members may note that in terms of the provisions of SEBI Listing Regulations, no related party shall vote to approve the ordinary resolution set forth at Item no. 04 of the notice, whether the same is a related party to the particular transaction or not.

The members may note that Board of Directors/Committee of the Board would carefully evaluate the proposals and provide such loan through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company.

The relevant information(s) as per proviso to section 185(2)(a) of the Companies Act, 2013 are as under:

Sr. No.	Name of the Related party	Value of the Proposed indebtedness for the FY 2024-2025 (Rs. in Lakhs)	Value of the Proposed indebtedness for the FY 2023-2024 (Rs. in Lakhs)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction
1.	Indian Green Revolution Pvt. Ltd.	7500.00	5000.00	The financial assistance would be unsecured with repayment as may be determined in the loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement but not less than the prevailing yield Govt. rate. All such transactions are in accordance with the appropriate loan agreement as per prevailing market norms.	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.
2.	Dharamputra Food Industries Private Limited	7500.00	5000.00		
3.	Yadu Sugar Limited	6000.00	6000.00		
4.	Rangar Breweries Limited	2500.00	2500.00		
5.	Cosmos Industries Limited	5000.00	5000.00		
6.	Shervani Sugar Syndicate Limited	1000.00	1000.00		
7.	Yadu (Resorts) India Limited	1000.00	1000.00		
8.	Highlink Investment Pvt. Ltd.	6000.00	4000.00		
9.	Tiazo Trade Pvt. Ltd.	3500.00	2500.00		

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/ 120 dated July 11, 2023 are as under:

1.

Sr. No.	Particulars					
1.	Details of Summary of information provided by the management to the Audit Committee					
a.	Name of the Related Party and Nature of Relationship	Yadu Sugar Limited is a Company in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid up share capital.	Rangar Breweries Ltd. is a Company in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid up share capital.	Cosmos Industries Limited in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid up share capital.	Shervani Sugar Syndicate Limited in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid up share capital.	Yadu Resorts (India) Limited is a Company the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid up share capital.
b.	Type, material terms, and particulars of proposed transaction	Giving of loan of not exceeding 6000.00 Lakhs on	Giving of loan of not exceeding 2500.00 Lakhs on	Giving of loan of not exceeding 5000.00 Lakhs	Giving of loan of not exceeding 1000.00 Lakhs	Giving of loan of not exceeding 1000.00 Lakhs

		arm's length basis	arm's length basis	on arm's length basis	on arm's length basis	on arm's length basis
c.	Tenure of proposed transaction	12 months	12 months	12 months	12 months	12 months
d.	Value of proposed transaction	Not exceeding 6000.00 Lakhs	Not exceeding 2500.00 Lakhs	Not exceeding 5000.00 Lakhs	Not exceeding 1000.00 Lakhs	Not exceeding 1000.00 Lakhs
e.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 23-24, that is represented by the value of the proposed RPT	Value of Propose Transaction is Rs 6000.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 11.35% of the Company's Audited consolidated turnover of F.Y. 2023-24	Value of Propose Transaction is Rs 2500.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 4.73% of the Company's Audited consolidated turnover of F.Y. 2023-24	Value of Propose Transaction is Rs 5000.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 9.45 % of the Company's Audited consolidated turnover of F.Y. 2023-24	Value of Propose Transaction is Rs 1000.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 1.89% of the Company's Audited consolidated turnover of F.Y. 2023-24	Value of Propose Transaction is Rs 1000.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 1.89 % of the Company's Audited consolidated turnover of F.Y. 2023-24
f.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPTs will help the Company in achieving synergies and economies of scale. Further, the proposed RPT's will be in the best interest of the members.				
g.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
2.	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary					
a.	details of the source of funds in connection with the proposed transaction	The Company shall infuse the funds from its internal accruals.				
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Giving of loan of not exceeding 6000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 2500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 5000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 1000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 1000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.				
3.	Any other information that may be relevant	Pursuant to section 102 of the Companies Act, 2013 all important information setting out material facts is forming part of this Explanatory Statement.				

2.

Sr. No.	Particulars				
1.	Details of Summary of information provided by the management to the Audit Committee				
a.	Name of the Related Party and Nature of Relationship	Indian Green Revolution Pvt. Ltd. is a Company in which immediate relative of the Managing Director is Director.	Dharamputra Food Industries Pvt. Ltd. is a Company in which the Managing Director and his relative is a Member.	Highlink Investment Pvt. Ltd. is a Company in which the person of the promoter group has a significant influence.	Tiazo Trade Private Limited is a company in which the Managing Director and his relative is a Member.
b.	Type, material terms, and particulars of proposed transaction	Giving of loan of not exceeding 7500.00 Lakhs on arm's length basis	Giving of loan of not exceeding 7500.00 Lakhs on arm's length basis	Giving of loan of not exceeding 6000.00 Lakhs on arm's length basis	Giving of loan of not exceeding 3500.00 Lakhs on arm's length basis
c.	Tenure of proposed transaction	12 months	12 months	12 months	12 months
d.	Value of proposed transaction	Not exceeding 7500.00 Lakhs	Not exceeding 7500.00 Lakhs	Not exceeding 6000.00 Lakhs	Not exceeding 3500.00 Lakhs
e.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year	Value of Propose Transaction is Rs 7500.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 14.18% of the Company's Audited	Value of Propose Transaction is Rs 7500.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 14.18% % of the	Value of Propose Transaction is Rs 6000.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 11.35 % of the	Value of Propose Transaction is Rs 3500.00 Lakhs in aggregate till 31 st March 2025. And the said transaction is 6.62% of the Company's Audited

	23-24, that is represented by the value of the proposed RPT	consolidated turnover of F.Y. 2023-24	Company's Audited consolidated turnover of F.Y. 2023-24	Company's Audited consolidated turnover of F.Y. 2023-24	consolidated turnover of F.Y. 2023-24
f.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPTs will help the Company in achieving synergies and economies of scale. Further, the proposed RPT's will be in the best interest of the members.			
g.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable	Not Applicable	Not Applicable	Not Applicable
2.	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary				
a.	details of the source of funds in connection with the proposed transaction	The Company shall infuse the funds from its internal accruals.			
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Giving of loan of not exceeding 7500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 5000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 6000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 3500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.			

	pursuant to the RPT	
3.	Any other information that may be relevant	Pursuant to section 102 of the Companies Act, 2013 all important information setting out material facts is forming part of this Explanatory Statement.

Item No. 5:

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rupees 1000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

During the period 01.04.2024 to 31.03.2025, the company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms & condition, and the aggregate of such transaction(s), are expected to cross the applicability materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements/transactions proposed to be undertaken by the Company. All transactions entered into by the Company with Related Parties as mentioned below are in the ordinary course of business and are at arm's length.

The details of Transactions as required under regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section III B of the SEBI Master Regulation bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("**SEBI Master Circular**") are set forth below

1.	Highlink Investment Pvt. Ltd.	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	Highlink Investment Pvt. Ltd. is a Company in which the person of the promoter group has a significant influence.
(c)	Nature of Transactions	sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company has entered into an agreement with respective related parties for trading of sugar and for warehouse/Godown on rent with market prevailing price inclusive of applicable taxes
(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2023-2024 and duration/tenure of the proposed transaction	Value of the proposed transaction is ₹100 crores and ₹16 Lakh in aggregate till 31 st March, 2025 and the said transaction is 18.94 % of company's audited consolidated turnover of FY 2023-2024.
(f)	If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary separately given in item no. 4
(g)	Justification as to why the RPT is in the interest of the Company	Highlink Investment Pvt. Ltd. is into the business of trading of sugar for many years and have excellent track record with good clientage in market, consequent upon the company is purchasing the sugar in bulk from Indian Sucrose Limited. Resulting which the company has the good cash flow and fast inventory liquidation. ISL is into the business of manufacturing of sugar and Highlink Investment Private Limited is into the business of trading of sugar. Since both the companies are in the same group benefiting/helping to maximize the profit and to increase the profit margin, to expand the group as whole.
(h)	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable

(g)	Any Other information relevant or important for the members to make a decision on proposed transaction	The Transactions are in the Ordinary course of business with prevailing market price and in the best interests of the group as whole.
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2.	Dharamputra Food Industries Pvt. Ltd.	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	Dharamputra Food Industries Pvt. Ltd. is a Company in which the Managing Director and his relative is a member.
(c)	Nature of Transactions	Purchase of goods and materials, availing or rendering of services, and leasing of property.
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company has entered into an agreement with respective related parties for Trading of sugar and for warehouse/ Godown on rent with market prevailing price inclusive of applicable taxes.
(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2023-2024 and duration/tenure of the proposed transaction	Value of proposed transaction is ₹100 crores and ₹25 Lakh in aggregate till 31 st March, 2025 for all the transactions and the said transaction is 18.96 % of company's audited consolidated turnover of FY 2023-2024.
(f)	If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary separately given in item no. 4
(g)	Justification as to why the RPT is in the interest of the Company	The Current scenario in Asian marketing for demand is very challenging and tough to getting the order in bulk due to cut throat competitors at reasonable price. The company is getting the bulks supply order of sugar from Dharamputra Food Industries Pvt. Ltd. Dharamputra Food Industries Pvt. Ltd. has good distribution channels having with results oriented team to capture Asian market at large and establish the sugar brand in market. Dharamputra Food Industries Pvt. Ltd. also provides other auxiliary services to promote and flourish the sugar brand yadu in market which results better revenue, cash inflow and brand promotion in market. Since both the companies are in same group helping to maximize the profit and to increase the profit margin, to expand the group as whole.
(h)	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
(g)	Any Other information relevant or important for the members to make a decision on proposed transaction	The Transactions are in the Ordinary course of business with prevailing market price and in the best interests of the group as whole.

3.	Indian Green Revolution Pvt. Ltd.	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	Indian Green Revolution Pvt. Ltd. is a Company in which immediate relative of the Managing Director is Director
(c)	Nature of Transactions	purchase of goods or materials and availing or rendering of services and leasing of property
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company has entered into an agreement with respective related party to use their expertise for business promotion,

		Marketing and Brand Developments of its sugar products with different pack size to capture the major Asian market and to establish its footprint in retail segment and establish its brand amongst the customer at large scale at arm length basis.
(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2023-2024 and duration/tenure of the proposed transaction	Value of proposed transaction is ₹185 crores in aggregate till 31 st March, 2025 for all the transactions and the said transaction is 34.99% of company's audited consolidated turnover of FY 2023-2024.
(f)	If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
(g)	Justification as to why the RPT is in the interest of the Company	The Company has entered into an agreement with respective related party to increase the sales in the domestic market by using the good marketing strategies of the Indian Green Revolution Private Limited. Such strategies will bring the more synergies in the group and also build the revenue scales and balance in the business of the Indian Sucrose Limited. Indian Green Revolution Private Limited is been acting a robust bridge between demand and supply of our products according to the needs of the customers in the domestic markets. Ultimately both companies are flourishing their business and profits by assisting each other which reduces the cut throat competitions in present scenarios. Indian Green Revolution Private Limited has an excellent history in the supply of sugar distribution channels with result oriented team works. It has also good holds in the sugar supply channels in domestic markets.
(h)	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
(g)	Any Other information relevant or important for the members to make a decision on proposed transaction	The Transactions are in the Ordinary course of business with prevailing market price and in the best interests of the group as whole.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the group as whole and therefore, recommends the resolution set out at item No. 5 of the notice for the approval of the members in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015.

Except Mr. Kunal Yadav, Managing Director and their relatives, none of the other directors and the Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 5 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not. These board is of the opinion that the proposed Related Parties Transactions is in the best interests of the Company, and therefore, recommends the Ordinary Resolution set out in the Notice for the approval of the members.

Item No. 6:

The Board of Directors of the Company ("Board"), at its meeting held on August 31st, 2024 has, subject to the approval of members, re – appointed Mr. Kunal Yadav (DIN : 01338110) as Chairman cum Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from June 16th, 2025, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee ("NRC") of the Board and approved by the board.

The Board in its evaluation of Mr. Kunal Yadav, unanimously agreed that he has been discharging his duties as the Chairman cum Managing Director effectively. Further the Board's consensus suggests that his effective leadership has been significantly beneficial towards the Board's decision making.

The proposed remuneration is based on Industry Standards and the role and responsibilities delegated to Mr. Kunal Yadav as Chairman cum Managing Director of the Company. He shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.

It is proposed to seek member's approval for the re-appointment of and remuneration payable to Mr. Kunal Yadav as Chairman cum Managing Director of the company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Mr. Kunal Yadav are as under :

1. Salary

Rs. 30,00,000/- (Rupees Thirty Lakhs) per month with effect from 1st April,2024 (In grade of 7% Increase every Year).

2. Perquisites

In addition to the aforesaid salary, the Managing Director shall be entitled to the following perquisites:

- a) Fully furnished residential accommodation. Where no accommodation is provided by the Company, suitably house rent allowance in lieu thereof may be paid. The expenses on furnishings, gas, electricity, water and other utilities shall be borne by the Company.
- b) Reimbursement of all medical expenses incurred for self and family on actual expenses.
- c) Leave travel assistance for self and family as per Company rules.
- d) Fees of club, which will include admission and life membership fees.
- e) Medical claim insurance policy, personnel accident policy, term life insurance policy, term life future service insurance policy and D&O Insurance policy as per company norms.
- f) A car with driver for official purpose.
- g) Telephone and fax facilities at residence.
- h) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under Income Tax Act 1961.
- i) Gratuity at the rate not exceeding half a month salary for each year of Service.
- j) Leave at the rate of one month for every eleven months of service. Leave not availed off may be encashed.

Family for the above purpose shall mean wife, dependent children and dependent parents of Managing Director.

The nature and break-up of the perquisites and allowances will be determined in accordance with the schemes/policies/rules of the Company or may be decided by the Board of Directors from time to time.

3. Commission

In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors on the basis of Audited Financial Results of each year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

Not exceeding 1.5 percent of net profit in a financial year of the Company subject to availability of profit w.e.f. 2024-2025.

4. Other benefit

Mr. Kunal Yadav shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.

Mr. Kunal Yadav satisfies all the conditions set out in Part 1 of schedule V of the companies Act, 2013 as also the conditions set out under section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kunal Yadav under section 190 of the Act.

Details of Mr. Kunal Yadav are provided in the “Annexure” to the Notice.

Mr. Kunal Yadav is interested in the resolution set out at item no. 6 of the Notice.

The Other relatives of Mr. Kunal Yadav for e.g. Mrs. Kunjdeep Kalra, Mrs. Umlesh Yadav and Mr Dharampla Singh deemed to be interested in the said resolution of the notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 6 of the Notice for approval by the members.

The explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE ACT.

I. General Information						
(i) Nature of Industry: Sugar Industry- Manufacturing of Sugar related products falls under the category of Essential Activities issued by the GOI.						
(2) Date or expected date of commencement of production: The Company was incorporated in the year 1992 and commenced its operations in the year 1992.						
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable						
(4) Financial performance based on given indicators	Year	2019-2020	2020-2021	2021-2022	2022-2023	2023-24
	Turnover	5320130973.00	4305801459.00	4427675000.00	4517697000.00	528620900.00
	EBIDTA	521649777.00	562653000.00	663093000.00	755388000.00	825170000.00
	PBT	191783131.00	305684277.00	403479000.00	422117000.00	442866000.00
	PAT	122813717.00	223717933.00	372740000.00	300100000.00	327435000.00
(5) Foreign Investments or collaborations, if any: None						
II. Information about the appointee						
(1) Background	Mr. Kunal Yadav has completed M.B.A Course from University of Greenwich, London, U.K. He has more than 15 years of rich industrial and managerial experience. He is one of the promoter, industrialist and main contributor to the growth and development of the company.					
(2) Past Remuneration	Remuneration, Commission & Perquisites – Rs. 2,60,31, 645/- (Rupees Two Crore Sixty Lakh Thirty One Thousand Six Hundred Forty Five only)					
(3) Recognition or awards	N.A.					
(4) Job profile and his suitability	He has control over the management of the Company’s business in line with his qualification and experience in the business.					
(5) Remuneration proposed	Rs. 30,00,000/- (Rupees Thirty Lakhs) per month with effect from 1 st April,2024 (In grade of 7% Increase every Year) alongwith allowances, Commission and perquisites. Other benefits:					

	Managing Director shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :	
The revised remuneration payable to Mr. Kunal Yadav is in line with that payable in the industry and all the applicable section and Regulation of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any :	
Mr. Kunal Yadav holds 5.28% of shares in the Company. Mr. Kunal Yadav and his relatives and related entity together hold 63.81% of the shareholding in the Company.	
III. Other information	
1. Reasons of loss or inadequate profits:	
The Company has not incurred loss in year 2023-24,	
2. Steps taken or proposed to be taken for improvement:	
Not applicable	
3. Expected increase in productivity and profits in measurable terms:	
Not applicable	

Item No. 7:

The Company is presently engaged in the business of manufacture of Sugar. The Board of Directors of the Company in their meeting held on 31st August, 2024 approved the proposal to diversify the business activities of the Company by adding Coffee, tea, jaggery, pulses, flours and preparations made from cereals, bread, pastry and confectionery, alternate sugar, honey, treacle, salt, spices whole and grounded, food preservative, spreads, sauces, juices and flavored beverages, edible oils and other similar products.

The present main object clause of the Memorandum of Association of the Company does not cover the proposed business activities.

Your directors are also of the view that the proposed additional objects may conveniently and advantageously be combined with the existing business of the Company. Accordingly, directors propose to amend Clause 3 (a) "The Objects to be pursued by the Company on its incorporation are" as set out at Item No. 7 of this Notice, to enable the Company to take these new lines of activities, hence, it is desirable to amend the existing Object Clause of the Memorandum of Association as described in the resolution.

In terms of the provision of Section 13 of the Companies Act, 2013, a Company is required to obtain the prior approval of its members by way of Special Resolution for the alteration of the Memorandum of Association of the Company.

Your directors recommend the accompanied resolution for the approval by the members as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

In view of the above, the board of directors recommends the passing of the resolutions set out in Item No. 7 as a Special Resolution.

**By Order of the Board
For Indian Sucrose Limited**

**Kunal Yadav
Chairman cum Managing Director
(DIN:01338110)**

**Registered Office: G.T. Road,
Mukerian – 144211, Distt. Hoshiarpur, Punjab
Place: Mukerian
Date: 31.08.2024**

Information about the Directors to be appointed and reappointed at the Annual General Meeting as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable:

Name of the Director	Mrs. Geeta Sharma	Mr. Kunal Yadav
DIN	08905164	01338110
Date of Birth	15/10/1959	14/11/1981
Age (in Years)	64	42
Nationality	Indian	Indian
Date of Appointment	12.10.2020	03.05.2008
Qualification	Post Graduate	M.B.A. from the university of Greenwich, London, U.K
Board Position held	Non-Executive Director	Executive Chairman cum Managing Director
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Non – Independent and Non - Executive director liable to retire by rotation	Executive Director not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand only)	Remuneration, Commission & Perquisites – Rs. 2,60,31, 645/- (Rupees Two Crore Sixty Lakh Thirty One Thousand Six Hundred Forty Five only)
Remuneration Proposed to be paid	Sitting fees as decided by the Board time to time within the ceiling prescribed by the Act	Rs. 30,00,000/- (Rupees Thirty Lakhs) per month with effect from 1 st April,2024 (In grade of 7% Increase every Year) alongwith allowances, Commission and perquisites. Other benefits: Managing Director shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
Number of the Meeting of the Board attended during the year	7 (Seven)	7 (Seven)
Expertise in functional area	Corporate planning and Management Strategy	<ul style="list-style-type: none"> • Industry Knowledge, • Corporate Governance, Legal and Compliance, • Financial Literacy, • General Management, • Human Resource, • Innovation, Technology and Digitization,

		<ul style="list-style-type: none"> • Marketing, • Risk Management and • Strategic Expertise.
List of Directorship in other Companies as on the date of this notice i) Listed company ii) Others (excluding foreign, private and section 8 Companies)	NIL	Listed Company (ies) - NIL Others Public Company (ies) <ul style="list-style-type: none"> • Cosmos Industries Limited • Yadu Sugar Limited • Shervani Sugar Syndicate Limited • Rangar Breweries Limited • Yadu (India) Limited • Yadu Resorts (India) Limited
*Membership/Chairmanship of Committees of other Companies as on the date of this notice (including only Audit Committee and Stakeholder Relationship Committee)	NIL	Chairperson of Committee (s) : NIL Membership of the Committee(s): Audit Committee - <ul style="list-style-type: none"> • Cosmos Industries Limited • Yadu Sugar Limited • Shervani Sugar Syndicate Limited
Listed entities from which the person has resigned in the past three years	None	None
Relationship with other directors inter-se and Key Managerial Personnel	None	None
No. of Shares held in the Company or on behalf of any other person on beneficial basis	NIL	900025