



INDIAN SUCROSE LIMITED

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



Date- 09/09/2022

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

Scrip code- 500319

Dear Sir/Madam,

Sub: Annual Report of the Company for the Financial Year ended March 31, 2022 along with the Notice Convening the 31st Annual General Meeting (“AGM”)

In furtherance to our letter dated 31st August 2022 and pursuant to Regulation 30 and 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement), 2015 (“Listing Regulation”), Please find enclosed the Annual Report for the year ended March 31, 2022 including Notice of the 31st Annual General Meeting of Indian Sucrose Limited (‘the Company’) to be held on Friday, 30th September, 2022 at 10:30 A.M. 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, 2022 and the Notice of the 31st 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, 2022 and the Notice Convening the 31st 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

Ananika Raju
Company Secretary



Works and Regd. Office: G.T. Road, Mukerian-144211, Distt Hoshiarpur (Punjab)
Ph.: +91-9115110651/52
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 31st Annual General Meeting of Indian Sucrose Limited (the “Company”/ “ISL”) will be held on Friday, 30th September, 2022 at 10.30 A.M. through video conferencing (“VC”)/ other Audio Visual Means (“OAVM”) to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2022 and the reports of the Board of Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mrs. Geeta Sharma (DIN: 08905164), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass, with or without modification(s), the following 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 Rs. 60,000/- (Rupees Sixty Thousand 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 ended 31st March, 2023.

“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. To consider and, if thought fit, to pass, with or without modification(s), the following as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with schedule IV, and any other applicable provisions of the Companies Act, 2013 (“the act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re – enactment(s), thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Ashish Singh Yadav (DIN: 09265468), who was appointed as Independent Director w.e.f. 26.08.2022 to hold office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 25.08. 2027.

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

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its powers) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the company be and is hereby accorded to authorize board of Directors, to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested (i.e. including any private company of which any such director is a director or member, anybody corporate at a general meeting of which not less than twenty five percent of the total voting power may be exercised or controlled by any such director, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company) on such terms & Conditions as detailed in the explanatory statement to this resolution annexed hereto for the FY2022-2023 for the purposes to utilize the fund only for the business activity of the company.

“RESOLVED FURTEHR THAT the Board of directors be and are hereby authorized to finalize, sanction and disburse the said loans, guarantees and securities and also to delegate all or any of the above powers to committee of directors or any director(s) of the company and generally to do all such acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution on behalf of the company.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following as **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 (“the 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 basis the 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 and 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment (s) or re-enactment thereof for the time being in force), and subject to the approval of shareholders in a General Meeting, the consent of the board be and is hereby accorded

a) For increase in the Authorised Share Capital of the Company from existing Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 3,30,00,000 (Three Crore Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 6,80,00,000 (Six Crore Eighty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each by creation of additional 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu in all respects with existing Equity Shares of the Company.

b) Alter the Memorandum of Association of the Company by substituting existing capital clause V with the following new clause

“V. The Authorized Share Capital of the Company is Rs. 75,00,00,000 /- (Rupees Seventy Five Crore only) divided into 6,80,00,000 (Six Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh only) Preference Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee Authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby Authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers here in conferred to on any Director(s), Company Secretary or any other officer of the Company.

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

“RESOLVED THAT the consent of the Company be and is hereby accorded, in terms of section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modifications or re-enactment(s) thereof for the time being in force) to the Board of Directors of the Company to create charge/provide security for the sums borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the board in its absolute discretion thinks fit, on the assets of the company, as may be agreed between the company and the lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the company to the concerned lenders/institutions, under the respective arrangements entered into/to be entered by the Company and/or Board.

“RESOLVED FURTHER THAT the securities to be created by the Company for its borrowings as aforesaid may rank with the security already created in the form of mortgage and/or charge already created or to be created in future by the company as may be agreed to between the board and concerned parties.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution(s), the Board or any committee or person(s) authorized by the Board, be and is/are hereby authorized to finalize, settle and execute such documents /deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters, and things as may in its / his/ their absolute discretion deem necessary, proper or desirable and to settle any question(s) difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or otherwise considered to be in the best interests of the Company.”

9. 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), and the Article of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof constituted for this purpose), to borrow monies for and on behalf of the Company from time to time as deemed fit by it to be requisite and proper for the business of the Company, from, including without limitation, any one or more banks, financial institutions, firms, bodies corporate, entities or any other persons such that the amount(s) borrowed together with the monies already borrowed by the Company (apart from temporary loan obtained/ to be obtained from the company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed rupees 400 Crore (Rupees Four Hundred Crore only) notwithstanding that the money to be borrowed together with the money already borrowed by the company will exceed the aggregate of its paid-up share capital, free reserves and securities premium.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the forgoing resolution, the Board be and is hereby authorized to finalize the terms and conditions of all such money borrowed from time to time, as to interest, repayment security or otherwise, as it may in its absolute discretion, thinks fit and to do all such acts, deeds and things, as it may in its absolute discretion, thinks fit and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company. “

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

“**RESOLVED THAT** pursuant to the provisions of section 196, 197,198, 200 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any amendment/modification or enactment thereof for the time being in force), and the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to such necessary approval(s) consent(s) or permission(s), as may be required, approval of the members be and is hereby given to revise the remuneration payable to Mr. Kunal Yadav (DIN:01338110) as Executive Chairman cum Managing Director of the Company on the terms and conditions as set out under this item annexed to the notice convening this meeting effective from 1st April 2022 and valid for the remaining tenure of his appointment or till such time his remuneration is further revised before the end of his tenure, whichever is earlier.

RESOLVED FURTHER THAT the aforesaid remuneration be paid to the managing Director is within the limits prescribed under the Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company do hereby accords its 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 in the event of loss or the profits made are inadequate as determined under section 198 of the Act, in any financial year during the currency of the tenure of the Managing Director, the Board of Directors be and is hereby authorized to pay aforesaid remuneration notwithstanding the limits prescribed under Schedule V of the Act.

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**By Order of the Board
For Indian Sucrose Limited
Sd/-
Anamika Raju
Company Secretary**

**Registered Office: G.T. Roa 144211, Distt. – Hoshiarpur
Place: Mukerian
Date: 31.08.2022**

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 31st 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 31st 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 31st AGM along with the Annual Report for F.Y. 2022 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. 2022 will also be available on the Company’s website at (www.muksug.in >investor>annual-reports) 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, 2022, 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.co.in.

General instructions for accessing and participating in the 31st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. In view of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, and General Circular No.02/2021 dated 13th January, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” respectively, issued by the Ministry of Corporate Affairs (“Collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI Listing Regulations, the 31st AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
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. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Tuesday, 27 September, 2022 at 09:00 A.M. and ends on Thursday, 29 September, 2022 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. 23.09.2022, 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 23.09.2022.

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.	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 ’

	<p>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.</p> <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. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. 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.</p>
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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***

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.
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 sheetalsharma039@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Abhishek Mishra) 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 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.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/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.

Request to Shareholders

The Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 requires the Company to keep the Register of Members in Form No. MGT-1. As Compared to the Register of Members under the old Act, the New Law calls for certain additional information to be recorded. In order that the Company is facilitated to comply with same, shareholders are requested to send the following information for updating their records in our Register of Members:

- i) Name of the member
- ii) Folio/DP ID-Client ID
- iii) Email address
- iv) Permanent Account Number (PAN)
- v) CIN (in the case of company)
- vi) Unique Identification Number
- vii) Father/Mother/Spouse name
- viii) Occupation
- ix) Status
- x) Nationality
- xi) In case of minor, name of guardian and date of birth of minor
- xii) Instructions, if any for sending Notice etc.

For Shareholders holding shares in physical form

As an ongoing measure to enhance the ease of doing business for investment, SEBI vide its letter dated 03.11.2021 has prescribed common and simplified forms for processing any service requests. Accordingly, it is mandatory for holders of physical securities to furnish PAN/KYC details and nomination.

A Communication by our RTA was dispatched to holders of physical securities on 04.01.2022 SEBI letter and prescribed forms have also been uploaded in the company's website. Shareholders are requested to send the relevant details immediately.

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 28th February, 2022 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 ending 31st March, 2023 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand) excluding 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. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of Cost records, for the financial year ending 31st March, 2023.

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:

The Board of Directors of the Company (“the Board”) on 26th August , 2022, recommended the appointment of Mr. Ashish Singh Yadav as an Independent Director of the Company w.e.f. 26.08.2022 to the members, in terms of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules, made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation 2015”), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

Mr. Ashish Singh Yadav holds post graduate degree in Economics from chhatrapati shahu Ji Maharaj university, Kanpur, U.P. He has more than 10 years of experience in Corporate Planner and Management Strategy.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ashish Singh Yadav as an Independent Director of the Company. Mr. Ashish Singh Yadav fulfills the conditions specified in Section 149(6) read with schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent director of the Company and is Independent of the Management. He is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the members is required for regularization of Mr. Ashish Singh Yadav in terms of section 149 of the Act, who has appointed Additional Director in the Board Meeting held on 26th August, 2022, in terms of Section 161(1) of Companies Act, 2013. Requisite notice proposing the appointment of Mr. Ashish Singh Yadav has been received by the Company, and consent has been filed by Mr. Ashish Singh Yadav pursuant to section 152 of the Act.

Mr. Ashish Singh Yadav and his relatives are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 5:

The Company proposes to advance inter – corporate loans/deposits to the entity/person in whom directors of the company are interested as explained under section 185 of the Companies Act, 2013 for the purpose of meeting their day to day working capital requirements as and when necessary and deemed fit by the board of the company and they are the related parties with respect to the company as define under regulation 2(zb) of SEBI (LODR) Regulations, 2015 which would be 'material' in nature as per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015.

In terms of section 185 of the act, (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018) and Regulation 23 of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, the proposed loan requires the approval of the Members of the Company by way of Special Resolution

The company will provide financial assistance to above mentioned companies according to the availability of surplus fund only. Further the proposed loan is expected to be advantageous to the company, the expansion of said company's business is considered beneficial from the company's prospective. The proposed loan will help said companies to keep the ongoing expansion on track. Further the proposed loan offer better return and terms compared to the current investment made by the company using surplus fund. No credit risk is anticipated for your company as a result of the proposed loan.

The required particulars as per proviso (a) of section 185 (2) of the Companies Act, 2013 and regulation 23 of the SEBI Listing regulations read with SEBI Circular dated 22nd November, 2021 are furnished herein under.

Sr. No.	Name of the Related party	Value of the Proposed indebtedness for the FY 2022-2023 (Rs. in Crore)	Details of financial indebtedness incurred for the FY 2021-2022 (Rs. in Crore)	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.	Highlink Investment Pvt. Ltd.	10.00	0	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/advances agreement as per prevailing market norms.	The financial assistance would be utilized by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business and financial requirements.
2.	Tiazo Trade Pvt. Ltd.	5.00	0		
3.	Yadu Sugar Limited	55.00	40.58		
4.	Cosmos Industries Limited	40.00	9.93		
5.	Servani Sugar Syndicate Limited	5.00	1.53		
6.	Dharamputra Food Industries Limited	7.00	0		

The Audit Committee of the Company, at its meeting held on 28th February, 2022, was pleased to approve the proposed loan, subject to approval of the Board of Directors and fulfilment of other requirements, if any, Further, the Board of Directors' of the company, at its meeting held on 28th February, 2022, was pleased to unanimously approve the proposed loan, subject to the approval of the members of the company and other requisite approvals and requirements. If any

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 loan is in the best interests of the Company, and therefore, recommends the Special Resolution set out in the Notice for the approval of the members.

Item No. 6:

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been amended effective April 1, 2022 to provide that 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 financial year 2022-2023, 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 basis except the transaction with Indian Green Revolution Private Limited which is in the ordinary course of business but not on arm length.

1.	Highlink Investment Pvt. Ltd.	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	He and his relative is the member or director in other Body Corporate who is the shareholders of Highlink Investment Pvt. Ltd.
(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 2021-2022 and duration/tenure of the proposed transaction	Value of the proposed transaction is Rs. 90 crores and 12 Lakh in aggregate till 31 st March, 2023 and the said transaction is 20.02 % of company's audited consolidated turnover of FY 2021-2022.
(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. 5
(g)	Justification as to why the RPT is in the interest of the Company	The company 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 by 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 and in the best interests of the group as whole.

2.	Tiazo Trade Pvt. Ltd.	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	He and his relative is the member of the Company
(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 2021-2022 and duration/tenure of the proposed transaction	Value of proposed transaction is Rs. 50 crores and 12 Lakh in aggregate till 31 st March, 2023 for all the transactions and the said transaction is 11.13 % of company's audited consolidated turnover of FY 2021-2022.
(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. 5
(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 Tiazo Trade Private Limited. Tiazo Trade Pvt. Ltd. has good distribution channels having with results oriented team to capture Asian market at large and establish the sugar brand in market. Tiazo Trade Private Limited 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 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	He and his relative is the member of the Company
(c)	Nature of Transactions	sale, purchase or supply of goods or materials, availing or rendering of services
(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 at consideration of reasonable discounted price or rebate price 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. Further
(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2021-2022 and duration/tenure of the proposed transaction	Value of proposed transaction is Rs. 80 crores in aggregate till 31 st March, 2023 for all the transactions and the said transaction is 17.78 % of company's audited consolidated turnover of FY 2021-2022.
(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 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. 6 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. 6 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. 7:

The present Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty crore only) divided into 33000000 (Three Crore Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each and 70,00,000 (Seventy Lakh only) Preference Shares of Rs. 10/- (Rupees Ten only) each.

Considering the future fund requirements of the Company, the Board of Directors at their Meeting held on 31st August, 2022, recommended to increase the present Authorised Share Capital of the company from Rupees 40 Crore to Rupees 75 Crore by creation of additional 3,50,00,000 (Three Crore Fifty Lakh only) Equity Shares of Rs. 10/- each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rupees 40 Crore to Rupees 75 Crore.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item No. 7 for the approval of the members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 8:

In order to facilitate securing the borrowing availed /to be availed by the Company or by way of loans in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of ordinary resolution under section 180(1)(a) of the Companies Act, 2013, to create charge/mortgage/ hypothecation /pledge on the company's assets including tangible and intangible, both present and future, or provide other securities in favour of the banks, financial institutions, any other lender(s), agent(s) and trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under section 180(1)(c) of the Companies Act, 2013.

The Board has unanimously approved the above proposal at its meeting held on 31st August, 2022.

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

The Board of Directors recommends the special resolution as set out in the notice for approval by the members.

Item No. 9:

Pursuant to the provisions of section 180(1)© of the Companies Act, 2013 ("the Act") only with consent of members by way of Special Resolution the Board of Directors of the Company can borrow money in excess of the amount of the paid up capital, free reserves and securities premium of the Company.

In order to augment long term resources for financing expansion, to meet business requirements and for the general corporate purposes, it is proposed to borrow money, together with monies already borrowed, in excess of the Paid – up Capital, Free Reserves and Securities Premium, (apart from temporary loans obtained /to be obtained from the Company's banker in the ordinary course of business) and outstanding at any point of time shall not exceed the sum of Rs. 400 Crores (Rupees Four Hundred Crores only).

Therefore, it is necessary to obtain approval of the members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys apart from temporary loans obtained from the Company's Bankers in the Ordinary course of business, in excess of the paid up capital, free reserves and securities premium of the Company.

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

The Board of Directors recommends the special resolution as set out in the notice for approval by the members.

Item No. 10:

Mr. Kunal Yadav was re-appointed as Managing Director Cum Chairman effective from June 16, 2020 upto June 15, 2025 for a term of 5 consecutive years by the Board of Directors and was subsequently approved by the members at the 28th Annual General Meeting held on September 30, 2019 with salary of Rupees 12,00,000/- per month and other benefits.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 31.08.2022 approved increase in the remuneration payable to Mr. Kunal Yadav, as Managing Director cum Chairman of the Company as proposed in the resolution in item No. 10 of the Notice. The proposed remuneration is based on Industry Standards and the role and responsibilities of Mr. Kunal Yadav as Managing Director cum Chairman of the Company, and hereby recommend it for your approval, on following terms and conditions as stated below:

1. Salary

Rs. 18,00,000/- per month.

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.
- 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 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.
- 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. the date of approval by the members in the General Meeting of the company, for the year.

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.

Accordingly, approval of the members is sought pursuant to the provisions of sections 196, 197, 198 200 read with schedule V and other applicable provisions, if any, of the Act, the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article of Association of the Company.

Accordingly, the Board recommends the Special resolution as set out at item No. 10 of this notice, for the approval of the members. Except Mr. Kunal Yadav and their relatives Mrs. Kunj Deep Kalra, Mrs. Umlesh Yadav, Mr. Dharmapal Singh or the Key Managerial Persons or their relatives are in any way interested or concerned, either financially or otherwise, in the resolution.

Profile of Mr. Kunal Yadav has been provided in the Corporate Governance Report for the financial year 2021-2022.

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	2017-2018	2018-2019	2019-2020	2020-2021	2021-2022
	Turnover	4190312577.00	3628027534.00	5320130973.00	4305801459.00	4427675000.00
	EBIDTA	341174850.00	371788327.00	521649777.00	562653000.00	663093000.00
	PBT	133229577.00	80313140.00	191783131.00	305684277.00	403479000.00
	PAT	83574701.00	43639505.00	122813717.00	223717933.00	372740000.00
(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 11 years of rich industrial experience and managerial experience. He is one of the promoter, industrialist and main contributor to the growth and development of the company.					
(2) Past Remuneration	Rs 1,44,00,000/- (Rupees One Crore Forty Four Lakhs Only) per annum.					
(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	Basic salary of Rs 2,16,00,000/- (Two Crore Sixteen Lakhs Only) per annum 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 2021-22,	
2. Steps taken or proposed to be taken for improvement:	
Not applicable	
3. Expected increase in productivity and profits in measurable terms:	
Not applicable	

**By Order of the Board
For Indian Sucrose Limited
Sd/-
Anamika Raju
Company Secretary**

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

**Place: Mukerian
Date: 31.08.2021**

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	Mr. Ashish Singh Yadav	Mrs. Geeta Sharma
DIN	09265468	08905164
Date of Birth	15/08/1989	15/10/1959
Age (in Years)	33 years	61
Nationality	Indian	Indian
Date of Appointment	26.08.2022	12/10/2020
Qualification	Post -Graduate	Post -Graduate
Board Position held	Independent Director	Non- Executive Director
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Independent Non – Executive director not liable to retire by rotation for 5 years	Non –Independent and non – executive director liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Not applicable	Refer report on Corporate Governance
Remuneration Proposed to be paid	Sitting fee as decided by the Board time to time within the ceiling prescribed by the Act	Sitting fee as decided by the Board time to time within the ceiling prescribed by the Act
Number of the Meeting of the Board attended during the year	NIL	Refer report on Corporate Governance
Expertise in functional area	Corporate Planner and Management Strategy.	Corporate Planning and Management Strategy
List of Directorship in other Companies as on the date of this notice i) Listed entity ii) Others	NIL Shervani Sugar Syndicate Limited Cosmos Industries Limited INDAS Bliss Private Limited	NIL
*Membership /Chairmanship of Committees of Companies as on the date of this notice	Shervani Sugar Syndicate Limited Cosmos Industries Limited Member Audit Committee	NIL
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	NIL