



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- 08/09/2023

Scrip code- 500319

Dear Sir/Madam,

Sub: Annual Report of the company for the financial year ended March 31, 2023 along with the notice convening the 32nd Annual General Meeting (“AGM”)

In furtherance to our letter dated 31st August 2023 and pursuant to Regulation 30 and 34 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, 2023 including notice of the 32nd Annual General Meeting of Indian Sucrose Limited (‘the Company’) to be held on Saturday, 30th September, 2023 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, 2023 and the notice of the 32nd 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, 2023 and the Notice Convening the 32nd 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 Digitally signed by
ANAMIKA RAJU
RAJU Date: 2023.09.08
18:25:22 +05'30'

Anamika 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 32nd Annual General Meeting of Indian Sucrose Limited (the “Company”/ “ISL”) will be held on Saturday, 30th September, 2023 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, 2023 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, 2023 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 Mr. Jaitender Kumar (DIN: 08164429), 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, Mr. Jaitender Kumar (DIN:08164429), 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, 2024 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, 2024.

“**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 (“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 the enabling provisions of the Memorandum and Articles of Association of the Company 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 Board of Directors of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/to be taken by any entity which is a subsidiary or Associate or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding ₹220 Crores (Rupees Two Hundred Twenty Crores only) for the financial year 2023-2024, in its absolute discretion deem beneficial and in the best interest of the Company on such terms & Conditions as detailed in the explanatory statement to this resolution annexed hereto for the purposes to utilize the funds only for the business activity of the company.

“RESOLVED FURTEHR THAT the Board of directors be and are hereby authorized to negotiate, finalize and agree to the terms & Condition, 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 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.”

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 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 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 seek approval under section 180(1) (a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) 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 supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (Including any statutory modifications or re- enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded, to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company or every nature and kind whatsoever (hereinafter referred to as the “Assets) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under section 180(1)(c) of the Act.”

“**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filling of necessary forms, returns, applications, submissions under the Act.”

7. Appointment of Mr. Ved Prakash Gupta (DIN:07964305), (V.P. Production) as an Executive Non-Independent 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 an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration committee and as proposed by Board of Directors of the Company in its meeting held on 31st August 2023, the consent of the member(s) of the company be and is hereby accorded to the appointment of Mr. Ved Prakash Gupta (DIN:07964305), (V.P. Production) as an Executive Non-Independent Director of the Company, liable to retire by rotation on such terms and conditions, including remuneration as per the Appointment and Remuneration Policy of the Company.

“**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

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

**Anamika Raju
Company Secretary**

**Registered Office: G.T. Road 144211, Distt. – Hoshiarpur
Place: Mukerian
Date: 31.08.2023**

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 32nd 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 32nd 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 32nd AGM along with the Annual Report for F.Y. 2023 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. 2023 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, 2023, 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.
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 and further amendment on 16/03/2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with Pin – code, bank detail, E Mail-Id, Mobile No.) 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 and holding of such shareholder will stand frozen by RTA after 30th September, 2023.

The Shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details, all folios of such shareholders shall be frozen after 30th September, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- 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 3/11/2021 and 16/03/2023 already sent to the respective shareholders.

General instructions for accessing and participating in the 32nd 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 and December 28, 2022 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, 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. 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 Wednesday, 27 September, 2023 at 09:00 A.M. and ends on Friday, 29 September, 2023 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. 23.09.2023, 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 23.09.2023.

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 ’ 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

	<p>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"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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"> 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 your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.

	<p>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.</p> <p>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.</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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for 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 csdkdubeyllp@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.: 022 - 4886 7000 and 022 - 2499 7000 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.

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, 2023 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, 2024 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, 2024.

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 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

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 funds 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 2023-2024 (₹ in Lakhs)	Details of financial indebtedness incurred for the FY 2022-2023 (₹ 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.	Yadu Resorts (India) Ltd.	1000.00	0	The financial assistance would be unsecured with repayment as may be determined in the loan	The financial assistance would be utilized by the borrowing
2.	Tiazo Trade Pvt. Ltd.	2500.00	212.51		

3.	Yadu Sugar Limited	6000.00	4499.40	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.	entity(ies) for its business purposes including expansion, working capital requirements and other business and financial requirements.
4.	Cosmos Industries Limited	5000.00	3064.47		
5.	Shervani Sugar Syndicate Limited	1000.00	241.40		
6.	Highlink Investment Pvt. Ltd.	4000.00	2498.50		
7.	Rangar Breweries Limited	2500.00	123.17		

The Audit Committee of the Company, at its meeting held on 14th February, 2023, 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 14th February, 2023, 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. 4 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. 5:

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 2023-2024, 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.

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	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 2022-2023 and duration/tenure of the proposed transaction	Value of the proposed transaction is ₹100 crores and ₹11 Lakh in aggregate till 31 st March, 2024 and the said transaction is 22.16 % of company's audited consolidated turnover of FY 2022-2023.
(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 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.	Dharamputra Food Industries 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 Dharamputra Food Industries Pvt. Ltd. and member or director in other Body Corporate who is the shareholders of Dharamputra Food Industries 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 2022-2023 and duration/tenure of the proposed transaction	Value of proposed transaction is ₹100 crores and ₹12 Lakh in aggregate till 31 st March, 2024 for all the transactions and the said transaction is 22.16 % of company's audited consolidated turnover of FY 2022-2023.
(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 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 or director in other Body Corporate who is the shareholders of the Company and his immediate relative is the director 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 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 at large scale.
(e)	Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2022-2023 and duration/tenure of the proposed transaction	Value of proposed transaction is ₹160 crores and ₹15 Lakh in aggregate till 31 st March, 2024 for all the transactions and the said transaction is 33.24% of company's audited consolidated turnover of FY 2022-2023.
(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. 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:

In order to facilitate securing the borrowing availed /to be availed by the Company or any entity which is a subsidiary or associate or group entity, from time to time 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, 2023.

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. 7:

Mr. Ved Prakash Gupta was appointed as V.P. Production of the Company w.e.f. 1st April, 2010 and on recommendation of Nomination and Remuneration Committee at its meeting held on August 31, 2023, the board has appointed at the Board Meeting of the Company held on August 31, 2023, subject to the approval of the members at the AGM, Mr. Ved Prakash Gupta (DIN: 07964305) as an Executive Non-Independent Director of the Company with effect from 1st October, 2023. Mr. Ved Prakash Gupta has given his consent to act as Director of the Company, if appointed. He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of section 164(1), 164(2) of the Act and is not debarred to hold the office of a director by virtue of any order passed by SEBI or any other authority.

Mr. V P Gupta has completed Bachelor in Sciences (B.Sc),ANSI (Sugar Tech.) from National Sugar Institute, Kanpur and has a total experience of more than 38 years in sugar industry. He has worked in Birla, Bajaj, Balrampur and Yadu Group for more than 38 years. He is currently acting as a Vice-President (Production) at Indian Sucrose Ltd (ISL), Mukerian, Punjab, since last 18 years (He is the key player in Indian Sucrose Ltd., plant expansion, modernization,

process change from Sulphitation to Phosphoflotation, Co-generation lesions etc.). He has a wide expertise in Sugar industry ranging from sugar processes and cogeneration power for sugar cane processing industry. He has been handling the profile of sugar process, sugar refineries and various process chemicals.

He has also expertise in various catalyst, enzyme and culture development for aerobic and anaerobic digestion. He has been handling blending, fermentation and chemical reactions section for more than 30 years. He has also been the member of Sugar Technologist Association of India & South Indian Sugar Technologist Association. He has done many work in the areas of Plantation white sugar, Refined Sugar and specialty Sugar by-products such as bio-ethanol, molasses, press mud and digestion processes.

In the opinion of the Board, Mr. Ved Prakash Gupta possess appropriate skills, experience & knowledge which would enable the Board to discharge its functions and duties effectively, and fulfils the conditions for appointment as a Director as specified in the Act read with rules made thereunder.

The additional information for the appointment as direction under Regulation 36 of the SEBI Listing Regulations and as per Secretarial Standards -2 is provided at the end of the notice and form an integral part of this report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested financially or otherwise, except Mr. Ved Prakash Gupta and his relative(s), to the extent of their shareholdings interest, if any, are concerned or interested in the resolution set out at item no. 7 of the notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice of AGM for approval of the members.

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

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

**Anamika Raju
Company Secretary**

**Place: Mukerian
Date: 31.08.2023**

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. Ved Prakash Gupta	Mr. Jaitender Kumar
DIN	07964305	08164429
Date of Birth	02/10/1963	07/07/1966
Age (in Years)	60	57
Nationality	Indian	Indian
Date of Appointment	13.05.2005	27/06/2018
Qualification	B.sc., A.N.S.I (Sugar Tech)	Graduate degree in B.S.C. Agriculture from Haryana Agriculture University, Hissar
Board Position held	Vice President (Production)	Executive Director
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Executive director liable to retire by rotation	Executive director liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Last Drawn Salary as on 31.07.2023 was ₹ 1,25,357/- (CTC) Per Month, in capacity of Vice President (Production)	Refer report on Corporate Governance
Remuneration Proposed to be paid	As per Appointment & Remuneration policy of the company	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	He has more than 38 years of experience in sugar Industry. plant expansion, modernization, process change from Sulphitation to Phosphoflotation, Co-generation lesions, sugar processes, cogeneration power sugar refineries and various process chemicals. He has also expertise in various catalyst, enzyme and culture development for aerobic and anaerobic digestion. He has been handling blending, fermentation and chemical reactions section for more than 30 years. He has done many work in the areas of Plantation white sugar, Refined Sugar and specialty Sugar by-products such as bio-ethanol, molasses, press mud and digestion processes.	Corporate Planning and Management Strategy

List of Directorship in other Companies as on the date of this notice i) Listed entity ii) Others	NIL	NIL
*Membership/Chairmanship of Committees of Companies as on the date of this notice	NIL	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	10 Shares	NIL