



# INDIAN SUCROSE LIMITED

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



Date: 05.12.2024

To,  
Corporate Relations Department  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J. Tower  
Dalal Street, Mumbai – 400001

Ref.: Scrip Code No.: 500319

Dear Sir/ Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The Board of Directors at its meeting held on 3<sup>rd</sup> December, 2024 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company by way of remote e – voting on the Special Resolution(s) as set out in the said notice.

Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Regulation 30 of SEBI Listing Regulations, we hereby enclose a copy of Postal Ballot Notice dated December 03, 2024 along with explanatory statement ("Notice") sent to the members, through e-mail to the shareholders of the Company whose e-mail id's are registered with Depositories/Company's Registrar and Share Transfer Agent/ Company as on cut-off date i.e. December 04, 2024 for seeking their approval by way of Postal Ballot through electronic means for the approval of resolutions as set out in Postal Ballot Notice.

The Company has completed dispatch of the said postal Ballot notice on 05<sup>th</sup> December, 2024.

The schedule of events for Postal Ballot/ e-voting mentioned hereunder:

1.	Cut-off date for sending of Postal Ballot Notice to shareholders	December 04, 2024
2.	E-voting Commencement date and time	December 10, 2024 at 9.00 a.m. (IST)
3.	E-voting end date and time	January 08, 2025 at 5.00 p.m. (IST)
4.	Scrutinizer Report & Declaration of E-voting Results	On or before January 10, 2025

The Company has engaged the services of National Securities Depository Limited ('NSDL') as an agency to provide remote e-voting facility to its members to enable them to cast their votes electronically. The instructions to remote e-voting are appended to this notice.

The Notice is also available on the company's website at [www.muksug.in](http://www.muksug.in) and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above information on your records.

Thanking you,  
For Indian Sucrose Limited

Anamika Raju  
Company Secretary  
ACS: 26080  
Encl.: As above



Works and Regd. Office: G.T. Road, Mukerian-144211, Distt Hoshiarpur (Punjab)  
Ph.: +91-9115110651/52, Fax : +91-1883-244532  
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**INDIAN SUCROSE LIMITED**  
**(CIN: L15424PB1990PLC010903)**

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**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]**

<b>E-Voting Starts on</b>	<b>E-Voting ends on</b>
December 10, 2024 at 9.00 a.m. (IST)	January 08, 2025 at 5.00 p.m. (IST)

Dear Member(s),

Notice is hereby given to the Shareholders of Indian Sucrose Limited (the “Company”), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the ‘Act’) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (‘Rules’) read with the Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (‘MCA’) (hereinafter collectively referred to as ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘SEBI Listing Regulations’) read with SEBI Circular Nos. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and subsequent circulars issued in this regard by SEBI and the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 hereinafter collectively referred to as (‘SEBI Circulars’), Secretarial Standards on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and other applicable laws, rules, regulations, circulars and notifications issued thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means (‘remote e-voting’).

The Explanatory Statement pursuant to the provisions of section 102(1) and other applicable provisions of the Act read with Rules, setting out all material facts relating to the resolution mentioned in this postal Ballot Notice (‘Notice’) and additional information as required under the Listing Regulations is also attached.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (‘RTA’) as on the cut-off date of Wednesday, December 04, 2024. Accordingly, the physical copy of the notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. If your e-mail address is not registered with the Company/Depositories/ RTA, please follow the process provided in the notes to receive this Postal Ballot Notice, login ID and password for remote e-voting.

In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and pursuant to the provisions of section 108 and 110 of the Act, read with Rules, the MCA Circulars and SS-2, the company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting postal ballot form physically. The communication of the assent or dissent of the members would only take place through the remote

e-voting system.

The Board of Directors of the Company has, in compliance with the applicable provisions of the Act & Rules, appointed Mr. Dharmendra Kumar Dubey (Membership No. FCS 7898 and COP No.8882), Proprietor of M/s. DK Dubey & Associates, Practicing Company Secretaries as the Scrutinizer for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed. Further, the Company has engaged the services of National Securities Depository Limited ('NSDL') as an agency to provide remote e-voting facility to its members to enable them to cast their votes electronically. The instructions to remote e-voting are appended to this notice.

The Notice is also available on the website of the company <https://www.muksug.in/>.

In accordance with the provisions of the MCA Circulars and SEBI Circulars, manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section 'General information and instructions relating to e-voting' in this notice ('Postal Ballot Notice') to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than 5.00 p.m. (IST) on Wednesday, January 08, 2025 to be eligible for being considered, failing which, it shall be strictly considered that no vote has been cast by the concerned shareholder. The remote e-voting facility will be disabled by NSDL thereafter and voting shall not be allowed beyond the said date and time.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or person authorised by the Chairman. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or a person authorised by the Chairman within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at G.T. Road, Mukerian, Distt Hoshiarpur -144211, Punjab. The results along with the Scrutinizer's Report shall also be simultaneously intimated to the BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchange') where the Equity Shares of the Company are listed and will be displayed on the Company's website <https://www.muksug.in/>, as well as on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com). The Resolutions so passed shall be deemed to be passed on the last date of the remote e-voting i.e., Wednesday, January 08, 2025.

Items of business requiring approval of the Equity Shareholders through Postal Ballot by 'remote e-voting' are given below:

#### **SPECIAL BUSINESSES:**

##### **1. APPOINTMENT OF MR. ANIL KUMAR PUNJ (DIN: 10799796) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM OCTOBER 11, 2024.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Anil Kumar Punj (DIN : 10799796),

who was appointed as an Additional Non-Executive Director with effect from October 11, 2024 under section 161 of the Act and the Article of Association of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and the Listing Regulations, and who qualifies for being appointed as an Independent director and in respect of whom the company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from October 11, 2024 up to October 10, 2029 (both days inclusive).”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. Anil Kumar Punj (DIN:10799796) be paid such fees and remuneration and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors of the company (including its committee (s) thereof) and /or Company Secretary of the company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

## **2. APPOINTMENT OF MR. BIRENDRA KUMAR (DIN:10847851) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM JANUARY 10, 2025:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Birendra Kumar (DIN :10847851), who has submitted his consent to act as such along with a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a consecutive period of five years, effective from January 10, 2025 up to January 09, 2030 (Both days inclusive).”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. Birendra Kumar (DIN:10847851) be paid such fees and remuneration and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors of the company (including its committee (s) thereof) and /or Company Secretary of the company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

## **3. TO CONSIDER AND APPROVE REVISED LIMITS OF ADVANCING LOAN(S) TO THE RELATED PARTIES OF THE COMPANY UNDER SECTION 185 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

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

**Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its powers) Rules, 2014 and Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and/or any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the Company’s Policy on Related Party Transactions and pursuant to the approval of Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving/ providing loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to the entities as mentioned in explanatory statement being the related parties under the Act and SEBI Listing Regulations and in which the Directors of the Company are interested as per explanation to sub-section 2 of Section 185 of the Act, of an aggregate amount not exceeding Rs. 405 Crores (Rupees Four Hundred and five Crore Only), in its absolute discretion deem beneficial and in the best interest of the Company provided that the said loan transaction(s) shall be carried out at arm’s length basis.

**RESOLVED FURTEHR THAT** for the purpose of giving effect to this resolution, any Board of Directors or Chief Financial Officer of the Company be and is hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

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

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

**Kunal Yadav**  
**DIN:01338110**  
**Managing Director**

**Date: 03/12/2024**  
**Place: New Delhi**

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards on General Meetings (SS-2) for the proposed Special Resolutions setting out material facts in relation thereto is appended to the Notice.
- 2) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.
- 3) Pursuant to the MCA Circulars and SEBI Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
- 4) Members may please note that the Postal Ballot Notice will also be available on the Company's website [www.muksug.in](http://www.muksug.in), website of the Stock Exchange i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 5) All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection on the Company's website [www.muksug.in](http://www.muksug.in) under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
- 6) In compliance with the MCA Circulars and SEBI Circulars, the Notice is being sent in electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') as on the cut-off date, i.e. Wednesday, December 04, 2024 and whose E-mail IDs are registered with the Company/ Depositories/ Registrar and Share Transfer.

For Members who have not registered their E-mail IDs, please follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on Cut-off date, i.e. Wednesday, December 04, 2024 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off Date. In case of joint holders, only such joint holder who is first in the order of names will be entitled to do e-voting on the resolutions included in the Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

- 7) The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of remote e-voting can be downloaded from the link '<https://www.evoting.nsdl.com/>'.
- 8) The remote e-voting period commences from 9.00 AM. (IST) on Tuesday, December 10, 2024, and ends at 5.00 P.M. (IST) on Wednesday, January 08, 2025. both days inclusive. During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on the resolutions is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- 9) The Board of Directors of the Company has appointed Mr. Dharmendra Kumar Dubey (Membership No. FCS 7898 and COP No.8882), Proprietor of M/s. DK Dubey & Associates, Practicing Company Secretaries as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and the required consent for such appointment has been received.
- 10) The Scrutinizer shall, after the conclusion of the remote e-voting on Wednesday, January 08, 2025 at 05:00 P.M. (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or in their absence

Company Secretary, who shall countersign the same and declare the result of Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Wednesday, January 08, 2025 being the last day of remote e-voting in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Also, the resolutions passed by shareholders with requisite majority shall be deemed to have been passed at a general meeting of shareholders convened on that behalf.

- 11) Results of voting shall be declared within 2 (two) working days from the time of conclusion of the remote e-voting. The results of the Postal Ballot shall be communicated to the Stock Exchanges and will be displayed on the Company’s website [www.muksug.in](http://www.muksug.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the Registered Office of the Company.
- 12) In case of any queries or grievances relating to remote e-voting, you may contact Mr. Abhishek Mishra, Senior Manager, NSDL, through e-mail at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 011-23353814

**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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>



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.
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**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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User](#)

[Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Abhishek Mishra at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [Isl.investor@yaducorporation.com](mailto: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 Aadhar Card) to [Isl.investor@yaducorporation.com](mailto: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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

In terms of the provisions of section 102 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management And Administration) Rules, 2014, Secretarial Standard on General Meetings (“SS-2”) and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and circulars issued thereunder, the following Explanatory Statement sets out all material facts relating to the special business proposed in this postal Ballot Notice:

### **Item No. 1**

Pursuant to the relevant provisions of the companies Act, 2013(the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 11th October, 2024, appointed Mr. Anil Kumar Punj (DIN: 10799796) as an Additional Non-Executive Independent Director on board of the company under section 149,150, 152 and 161 read with schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the company by Special Resolution for a term of 5 (five)consecutive years commencing from October 11, 2024 up to October 10, 2029 (both days inclusive).”

The profile and specific areas of expertise of Mr. Anil Kumar Punj and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) are provided as Annexure to this Notice.

Based on the skills, competence and expertise in understanding of business dynamics and experience in guiding and leading management teams, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Anil Kumar Punj would be beneficial to the company.

The Company has received notices under Section 160(1) of the Act proposing their candidatures for the office of the Directors of the Company. The Company has received consent from Mr. Anil Kumar Punj to act as Directors and declarations that they meet the criteria of independence provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company. They have also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Anil Kumar Punj have confirmed that they are not disqualified from being appointed as Directors under the provisions of Section 164 of the Act and are not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr. Anil Kumar Punj is a person of integrity, expertise and experience (including proficiency) in different fields includes corporate and accounts and fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and are independent of the management of the Company.

As per the provisions contained under section 161 of the Act, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment,

whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Anil Punj, as an Independent Director of the Company.

Copy of the letter of appointment issued to Mr. Anil Punj setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect can send an email to [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com).

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

Mr. Anil Kumar Punj is interested in the Resolution set out at Item No. 1 of the Notice with regard to his appointment. Relatives of Mr. Anil Kumar Punj may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

In view of the above, the board of directors recommends the passing of the resolutions set out in Item No. 01 as a Special Resolution.

#### **ITEM NO. 02**

The Company has received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Birendra Kumar (DIN:10847851) for the office of Independent Director of the Company.

Mr. Birendra Kumar (aged 46 years) is qualified Chartered Accountant having more than 18 Years of Experience and worked in many corporate sector namely IDBI, BABA Global, Ansal group. He has varied experience in all areas of Audit, Investigation, Due Diligence, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy, Information System Audit and FEMA. He has also work with clientele includes companies (large and medium sized), firms, banks, trusts, societies, charitable and educational institutions besides few renowned individuals.

Presently, he is doing Practice as a Chartered Accountant under the name of M/s Birendra Kumar & Associates from the past 12 years.

Mr. Birendra Kumar has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulations 16 & 25 of the Listing Regulations & also towards inclusion of his name in the data bank of Independent Directors.

The Company has also received:

- (i) the consent in writing to act as a Director;
- (ii) intimation that he is not disqualified under Section 164(2) of the Act and
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any such authority.

Copy of the letter of appointment issued to Mr. Birendra Kumar setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect can send an email to [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com).

In terms of proviso to sub-section (5) of Section 152 read with Schedule IV to the Act, the Board of Directors is of the opinion that Mr. Birendra Kumar fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations for his appointment as an Independent Director and is independent of the Management.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Birendra Kumar possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to appoint him as an

Independent Director of the Company not liable to retire by rotation for a period of five years, effective from January 10, 2025 up to January 09, 2030 and has recommended the Special Resolution at Item No. 2 of this Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Birendra Kumar is directly or indirectly concerned or interested, financially or otherwise, except to the extent respective shareholding, if any, in the company, in the resolution set out in item no.2 of the Notice.

The Board recommends the Special Resolution set out in the item No. 2 of this notice for approval of the members.

### **ITEM NO. 03**

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested) as specified in the explanation to section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

The Company extends support to its related entities/person, in which any of the Directors of the Company is interested or deemed to be interested, for their principal business activities and other allied activities and the matters connected thereto, from time to time, subject to availability of surplus funds and for the interest of the company. Hence in compliance of section 185 of the Act, the company has obtained approval of its members by way the Special Resolution in the Annual General Meeting of the company held on September 30, 2024 for granting of Loan to its related entities/person in which any of the Directors of the company is interested or deemed to be interested upto an aggregate amount not exceeding Rs. 400 Crores, outstanding at any point of time, for the Financial Year 2024 -2025.

Further, in view of the business prospects of its related entities/person in which any of the directors of the company is interested or deemed to be interested, the board of directors (the “Board”) of the Company, at their meeting held on December 03, 2024 and based on the approval of audit committee, re – assessed the requirements for giving loan(s) to its related entities/person, in which any of the directors of the company is interested or deemed to be interested, for their principal business activities and other allied activities and the matters connected thereto and accordingly, the Board recommends revision in the limits of said loan from Rs. 400 Crores to Rs. 805 Crores (Rupees Eight Hundred Five Crore only) to M/s Yadu Sugar Limited, M/s Cosmos Industries Limited, M/s High Link Investment Private Limited & M/s Dharamputra Food Industries Private Limited in one or more tranches, outstanding at any point of time and to obtain the approval of the members, in this regard, by way of the Special Resolution set out in the notice of Postal Ballot.

As per Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), material related party transactions require the approval of shareholders through a resolution. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

It is proposed to give/ provide loan(s) including loan(s) represented by way of Book Debt to Yadu Sugar Limited, Cosmos Industries Limited, High Link Investment Private Limited & Dharamputra Food Industries Private Limited wherein the directors of the Company are interested as per explanation to Section 185(2)(b) of the Act for their principal business activities and other matters connected and incidental thereto. Also, considering the threshold of 10% of consolidated turnover of the Company as on March 31, 2024 for determining “materiality”, the proposed transaction(s) will also require approval of members under Regulation 23(4) of SEBI Listing Regulations.

Given the nature of the industry, the Company works closely with its related parties to achieve its business

objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The Audit Committee consisting majority of Independent Directors and passed by the Independent Directors only and the Board of Directors of the Company have approved the said material related party transactions and have noted that although these transactions are in the ordinary course of business and are at arm's length price, they qualify as material related party transactions under the SEBI Listing Regulations.

The members may note that in terms of the provisions of SEBI Listing Regulations, no related party shall vote to approve the Special resolution set forth at Item No. 03 of the notice, whether the same is a related party to the particular transaction or not.

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

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

Sr. No.	Name of the Related party	*Value of the Proposed indebtedness for the FY 2024-2025 (Proposed in Postal Ballot) (Rs. in Lakhs)	Value of the Proposed indebtedness for the FY 2023-2024 (Previous Year) (Rs. in Lakhs)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction
1.	Yadu Sugar Limited	10000.00	6000.00	The financial assistance would be unsecured with repayment as may be determined in the loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement but not less than the prevailing yield Govt. rate. All such transactions are in accordance with the appropriate loan agreement as per prevailing market norms.	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.
2.	Cosmos Industries Limited	8500.00	5000.00		
3	High Link Investment Private Limited	12000.00	4000.00		
4	Dharamputra Food Industries Private Limited	10000.00	5000.00		

\*The aforesaid proposed indebtedness Limits are in addition to the indebtedness limits which was approved by the shareholders by Special Resolution at the Annual General Meeting of the company held on 30.09.2024.



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

1.

Sr. No.	Particulars	Resolution at Item No. 3	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the Related Party and Nature of Relationship	Yadu Sugar is a Company in which the Managing Director and his relative is a Member or Director.	Cosmos Industries Ltd. is a Company in which the Managing Director and his relative is a Member or Director.
b.	Type, material terms, and particulars of proposed transaction	Giving of loan of not exceeding 10000.00 Lakhs on arm's length basis	Giving of loan of not exceeding 8500.00 Lakhs on arm's length basis
c.	Tenure of proposed transaction	Upto 31 <sup>st</sup> March, 2025	Upto 31 <sup>st</sup> March 2025
d.	Value of proposed transaction	Not exceeding 10000.00 Lakhs	Not exceeding 8500.00 Lakhs
e.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 23-24, that is represented by the value of the proposed RPT	Value of Propose Transaction is Rs 10000.00 Lakhs in aggregate till 31 <sup>st</sup> March 2025. And the said transaction is 18.92 % of the Company's Audited consolidated turnover of F.Y. 2023-24	Value of Propose Transaction is Rs 8500.00 Lakhs in aggregate till 31 <sup>st</sup> March 2025. And the said transaction is 16.08 % of the Company's Audited consolidated turnover of F.Y. 2023-24
f.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPTs will help the Company in achieving synergies and economies of scale. Further, the proposed RPT's will be in the best interest of the members.	
g.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable	Not Applicable
2.	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary		
a.	details of the source of funds in connection with the proposed transaction	The Company shall infuse the funds from its internal accruals.	
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and – tenure	Not Applicable	Not Applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Giving of loan of not exceeding 10000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 8500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
d.	the purpose for which the funds will be utilized by the ultimate	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working	

	beneficiary of such funds pursuant to the RPT	capital requirements and other business and financial requirements.
e.	Any other information that may be relevant	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013

2.

Sr. No.	Particulars	Resolution at Item No. 3	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the Related Party and Nature of Relationship	High Link Investment Private Limited is a Company in which the Managing Director and his relative is a Member or Director.	Dharamputra Food Private Limited Ltd. is a Company in which the Managing Director and his relative is a Member or Director.
b.	Type, material terms, and particulars of proposed transaction	Giving of loan of not exceeding 12000.00 Lakhs on arm's length basis	Giving of loan of not exceeding 10000.00 Lakhs on arm's length basis
c.	Tenure of proposed transaction	Upto 31 <sup>st</sup> March 2025	Upto 31 <sup>st</sup> March 2025
d.	Value of proposed transaction	Not exceeding 12000.00 Lakhs	Not exceeding 10000.00 Lakhs
e.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 23-24, that is represented by the value of the proposed RPT	Value of Propose Transaction is Rs 12000.00 Lakhs in aggregate till 31 <sup>st</sup> March 2025. And the said transaction is 22.70 % of the Company's Audited consolidated turnover of F.Y. 2023-24	Value of Propose Transaction is Rs 10000.00 Lakhs in aggregate till 31 <sup>st</sup> March 2025. And the said transaction is 18.92 % of the Company's Audited consolidated turnover of F.Y. 2023-24
f.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPTs will help the Company in achieving synergies and economies of scale. Further, the proposed RPT's will be in the best interest of the members.	
g.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable	Not Applicable
2.	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary		
a.	details of the source of funds in connection with the proposed transaction	The Company shall infuse the funds from its internal accruals.	
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and – tenure	Not Applicable	Not Applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether	Giving of loan of not exceeding 12000.00 Lakhs on arm's length basis.	Giving of loan of not exceeding 10000.00 Lakhs on arm's length basis.

	secured or unsecured; if secured, the nature of security	The above loan facilities are under unsecured category	The above loan facilities are under unsecured category
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.	
3.	Any other information that may be relevant	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013	

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. 3 of the Notice.

The Board of Directors recommend the resolution set forth in Item No. 3 of the notice for your approval as a Special Resolution.

For **Indian Sucrose Limited**

**Date: 03/12/2024**  
**Place: New Delhi**

**Kunal Yadav**  
**Managing Director**  
**DIN: 01338110**

**Other Information about the appointee in terms of 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:**

<b>Name of the Director</b>	<b>Mr. Anil Kumar Punj</b>	<b>Mr. Birendra Kumar</b>
<b>DIN</b>	10799796	10847851
<b>Date of Birth</b>	09/01/1964	12/10/1978
<b>Age (in Years)</b>	60	46
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment</b>	October 11, 2024, Subject to Approval from Shareholders	January 10, 2025, Subject to Approval from Shareholders
<b>Qualification</b>	Post-Graduate	Chartered Accountant
<b>Brief Profile</b>	Mr. Anil Kumar Punj aged about 60 years having a experience in the field of Finance & Accounts for more than 33 Years. He is qualified M.com with Keen analyst with abilities in liaising with Banks, currently he is working with M/s Sanjay Arora & Associates as a Manager	Mr. Birendra Kumar is qualified Chartered Accountant having more than 18 Years of Experience and worked in many corporate sector namely IDBI, BABA Global, Ansal group.He has varied experience in all areas of Audit, Investigation, Due Diligence, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy, Information System Audit and FEMA. He has also Work with clientele includes companies (large and medium sized), firms, banks, trusts, societies, charitable and educational institutions besides few renowned individuals,
<b>Board Position held</b>	Nil	Nil
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Non-executive Independent Director, not liable to retire by rotation for a Consecutive period of 5 Years, effective From October 11, 2024 to October 10, 2029	Non-executive Independent Director, not liable to retire by rotation for a Consecutive period of 5 Years, effective From January 10, 2025 to January 09, 2030
<b>Remuneration last drawn (including sitting fees, if any)</b>	NA	NA
<b>Remuneration Proposed to be paid</b>	Sitting fees as decided by the Board time to time within the ceiling prescribed by the Act.	Sitting fees as decided by the Board time to time within the ceiling prescribed by the Act,

<b>Number of the Meeting of the Board attended during the year</b>	1	Nil
<b>Expertise in functional area</b>	Experience in the field of Finance & Accounts for more than 33 Years.	He has varied experience in all areas of Audit, Investigation, Due Diligence, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy, Information System Audit and FEMA
<b>List of Directorship in other Companies as on the date of this notice</b>  i) Listed company ii) Others (excluding foreign, private and section 8 Companies)	Nil	Nil
<b>*Membership/Chairmanship of Committees of other Companies as on the date of this notice ( including only Audit Committee and Stakeholder Relationship Committee)</b>	<b>Indian Sucrose Limited- Audit Committee-Member</b>	Nil
<b>Listed entities from which the person has resigned in the past three years</b>	Nil	Nil
<b>Relationship with other directors inter-se and Key Managerial Personnel</b>	NA	NA
<b>No. of Shares held in the Company or on behalf of any other person on beneficial basis</b>	NA	NA