

INDIAN SUCROSE LIMITED
(Formerly Oswal Sugars Limited)

Regd. Office & Works: G.T. Road, Mukerian-144211, Distt. Hoshiarpur (Punjab)

CIN: L15424PB1990PLC010903

Phone: +91-9115110651/52, Fax: +91-1883-244532

Email Id: isl.investor@yaducorporation.com,

Website: www.muksug.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of Indian Sucrose Limited (the "Company"/ "ISL") will be held on Wednesday, 30th September, 2020 at 10.00 A.M. through video conferencing ("VC")/ other Audio Visual Means ("OVAM") to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2020 and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Kunj Deep Kalra (DIN: 05285059), who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. R. Dewan & Co., Chartered Accountants, (FRN: 017883N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

"RESOLVED THAT M/s. R. Dewan & Co. (FRN: 017883N), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such terms and conditions, including remuneration, to be finalized by Board of Directors or committee thereof in consultation with the Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration, decided by the Board of Directors on the recommendation of the Audit Committee, of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s Khushwinder Kumar & Co, Cost Accountants, Ludhiana, having Firm Registration No.100123, appointed by the Board to conduct the audit of cost records maintained by the Company for the financial year ended 31st March, 2021.

"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.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with schedule IV, and any other applicable provisions of the Companies Act, 2013 ("the act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re – enactment(s), thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Parag Garg (DIN: 07735550), who was appointed as Independent Director w.e.f. 11.04.2020 to hold office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 10th April, 2025.

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

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its powers) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the recommendation of the Audit Committee, the Board of directors be and is hereby authorized, to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested (i.e. including any private company of which any such director is a director or member, any body corporate at a general meeting of which not less than twenty five percent of the total voting power may be exercised or controlled by any such director, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company) including previous amount, if any, given/provided individually or taken together shall not exceed the limits of Rupees 71,30,00,000/- (Seventy One Crores Thirty Lacs only) till 31st March, 2021, by the borrowing companies as given in detailed in the explanatory statement annexed hereto for the purposes to utilize the fund only for the business activity of the company.

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

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

"RESOLVED THAT provision of section 188 of the Companies Act, 2013 read with Companies Meeting of Board and Its Powers Rule, 2014 and pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and pursuant to recommendation of the Audit Committee, approval/ratification of the members be and is hereby accorded to the Board for material related party transactions in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received or any other transaction which is stated

under section 188 of the Companies Act, 2013 which will be in the ordinary course of Company's business and on Arm's Length basis ("Transactions"), entered into and/or to be entered with Highlink Investment Pvt. Ltd., SNG Exim Pvt. Ltd., Cosmos Industries Ltd., Shervani Sugar Syndicate Ltd. and Yadu Resorts (India) Ltd., a ' Related Party' as defined under the provisions of the SEBI (LODR) Regulations, 2015 on such terms and conditions as approved by the Board from time to time, for an amount not exceeding of Rupees 1,52,28,00,000/-(Rupees One Hundred Fifty Two Crores and Twenty Eight Lacs only) for the purposes as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

RESOLVED THAT pursuant to the provision of Section 13 and other applicable provisions, if any of the Companies Act, 2013("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to the approval of the Registrar of Companies, the consent of the members of the company be and is hereby accorded for alteration of the Main Object Clause of the Memorandum of Association ("MOA") of the Company by adding new clauses viz. Clause III(A)8, after existing clauses III(A)7, which is read as follow;

"To carry on the business of providing logistics services, material management, warehouse distribution, transportation, storage and marketing of goods and to provide protection of goods against natural calamities and to take/grant on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own, operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses for storage of agriculture goods or other permissible goods and issuing negotiable warehousing receipt to godowns, open platforms, refrigeration houses, stores and other similar activities in India or Outside India for the attainment of main business activity."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution."

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

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

**sd/-
Anamika Raju
Company Secretary**

**Place: Punjab
Date: 05.09.2020**

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 29th 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 29th 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.com.
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 said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 29th e-AGM along with the Annual Report for F.Y. 2020 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. 2020 will also be available on the Company’s website at (www.muksug.com >investor>annual-reports) website of the stock exchanges i.e., BSE Limited at www.bseindia.com and on the website of NSDL.
9. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut - off date for e- voting i.e. 23rd September, 2020, such person may obtain the User ID and password from the MCS Share Transfer Agent Limited/ Company/ NSDL by e-mail request on isl.investor@yaducorporation.com/ admin@mcsregistrars.com/ evoting@nsdl.co.in.

General instructions for accessing and participating in the 29th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). 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.com. 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Sunday, 27 September, 2020 at 09:00 A.M. and ends on Tuesday, 29 September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sheetalsharma039@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go

through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) 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 Aadhar 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 Aadhaar Card) to isl.investor@yaducorporation.com.

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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 No. 4:

The Board of Directors, at their Meeting held on 11th April, 2020 on the recommendation of the Audit Committee, approved the re – appointment of M/s Khushwinder Kumar & Co., Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending 31st March, 2021 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) excluding taxes and reimbursement of out of pocket expenses.

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

Accordingly, consent of the Members of the Company is sought by passing an Ordinary resolution as set out in Item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of Cost records, for the financial year ending 31st March, 2021.

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. 4 of the notice.

The Board recommends the Ordinary Resolution set out at item No. 4 of the notice for approval by the members.

Item No. 5:

The Board of Directors of the Company (“the Board”) on 11th April, 2020, recommended the appointment of Mr. Parag Garg as an Independent Director of the Company w.e.f. 11.04.2020 to the members, in terms of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules, made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation 2015’), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

Mr. Parag Garg graduated from IMS Institute, from CCS University, he has qualified CA (Inter) from ICAI and having the degree of LLB from the recognized university. He had more than 3 years of experience in financial planning.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Parag Garg as an Independent Director of the Company. Mr. Parag Garg fulfills the conditions specified in Section 149(6) read with schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent director of the Company and is

Independent of the Management. He is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the members is required for appointment of Mr. Parag Garg, in terms of section 149 of the Act. Requisite notice proposing the appointment of Mr. Parag Garg has been received by the Company, and consent has been filed by Mr. Parag Garg pursuant to section 152 of the Act.

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

The Board recommends this Ordinary Resolution for your approval.

Item No. 6:

The Company proposes to advance inter – corporate loans/deposits to Highlink Investment Pvt. Ltd., SNG Exim Private Limited, Yadu Sugar Limited, Rangar Breweries Ltd., Cosmos Industries Ltd., Shervani sugar Syndicate Ltd, Yadu Corporation Private Limited, Yadu Crop Science Private Limited, Indian Green Revolution Private Limited, City Bazaar Hub Private Limited and Kunal Beverages Private Limited 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), the proposed loan requires the approval of the Members of the Company by way of Special Resolution

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

The required particulars as per proviso (a) of section 185 (2) are given hereunder.

S. No.	Name of the Company	Amount not exceeding(Rs.)	Rate of Interest p.a.	Terms
1.	Highlink Investment Pvt. Ltd.	13 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
2.	SNG Exim Private Limited	10 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
3.	Yadu sugar Limited	22 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
4.	Rangar Breweries Limited	9 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
5.	Cosmos Industries Limited	10 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
6.	Shervani Syndicate Sugar Limited	5 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand

7.	Yadu Corporation Private Limited	20 Lacs	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
8.	Yadu Crop Science Private. Ltd.	10 Lacs	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
9.	Indian Green Revolution Pvt. Ltd.	50 Lacs	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
10.	City Bazaar HUB Private Ltd.	50 Lacs	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
11.	Kunal Beverages Private Limited	1 crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand

The Audit Committee of the Company, at its meeting held on 14th February, 2020, 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, 2020, 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

None of the Directors, except Mrs. Umlesh Yadav, Mr. Kunal Yadav, Mrs. Kunj Deep Kalra or the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolutions.

These board is of the opinion that the proposed loan is in the best interests of the Company, and therefore, recommends the resolution set out in the Notice for the approval of the members.

Item No. 7:

Pursuant to the provisions of Section 188 read with any other applicable provisions of the Companies Act, 2013 that a Company enters into with its Related Parties should be approved by the members of the company by passing a resolution. Further Regulation 23 of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) mandates that all 'material related party transactions' to be entered into individually or taken together with previous transactions during a financial year, exceeding ten percent of the Annual Consolidated Turnover of the listed entity as per the last Audited Financial Statements of the listed entity should be approved by the members of the Company by passing a resolution.

The Company is, in the ordinary course of its business, had entered into and to be entered with transaction in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or to be received ("Transactions") with a 'Related Party' as define in Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which would be 'material' in nature as per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015. All the transactions with the related parties are in the Ordinary Course of Company's business and are at Arm's Length basis. Details of the same are as under:

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 Chanaky Capital Market Pvt. Ltd., Top –Image Estate Pvt. Ltd. and

		Noble Buildcon Pvt. Ltd. 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 Transactions are in the Ordinary Course of Business.
(e)	Monetary Value	Up to Rs. 85 crores and 12 lacs in aggregate till 31 st March, 2021 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
(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 Company.

2.	SNG Exim Pvt. Ltd.	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	He and his relative is the member of the Company
(c)	Nature of Transactions	Sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	Material Terms of Contracts/arrangements/ transactions	The Transactions are in the Ordinary Course of Business.
(e)	Monetary Value	Up to Rs. 65 crores and 6 lacs in aggregate till 31 st March, 2021 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
(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 Company.

3.	Cosmos Industries Limited	
(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 director/member of the Company
(c)	Nature of Transactions	Sale, purchase or supply of goods or materials, availing or rendering of services
(d)	Material Terms of Contracts /arrangements/ transactions	The Transactions are in the Ordinary Course of Business.
(e)	Monetary Value	Up to Rs. 1 Crore in aggregate till 31 st March, 2021 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes

(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 Company.
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4. Shervani Sugar Syndicate Limited		
(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 director/member of the Company
(c)	Nature of Transactions	sale, purchase or supply of goods or materials, availing or rendering of services
(d)	Material Terms of Contracts/ arrangements/ transactions	The Transactions are in the Ordinary Course of Business.
(e)	Monetary Value	Up to Rs. 1crore in aggregate till 31 st March, 2021 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
(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 Company.

5. Yadu Resorts (India) Limited		
(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 director/member of the Company
(c)	Nature of Transactions	Leasing of property
(d)	Material Terms of Contracts/ arrangements/ transactions	The Transactions are in the Ordinary Course of Business.
(e)	Monetary Value	Up to Rs. 10 Lacs in aggregate till 31 st March, 2021 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
(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 Company.

Pursuant to SEBI (LODR) Regulations, 2015, all material related party transactions shall require approval of the shareholders through Ordinary resolution. Accordingly, on the recommendation of the Audit Committee, the Board of directors of the company has in its meeting held on 14th February, 2020 approved and ratified aforementioned related party transactions, and now seek approval of the shareholders by way of Ordinary Resolution under SEBI (LODR) Regulations, 2015.

Members may please note that based on the criteria laid down by SEBI (LODR) Regulations, 2015, transaction entered into/to be entered into till 31st March, 2021 are “Material” and therefore requires approval of the shareholders by an Ordinary Resolution. The Members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out under this item shall not be entitled to vote to approve this Ordinary Resolution whether the entity is a related party to the transaction or not.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommends the resolution set out at item No. 7 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. 7 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

Item No. 8:

It is proposed to amend the main object of the Company partially to align the same with the present business activities and would include matters which are necessary for furtherance of main objects in Clause III A.

Accordingly, the existing Clause III A, of the Memorandum of Association of the Company are proposed to be replaced by adding clause III (A) (8) after existing clause III (A) (7) as per the Memorandum of Association as submitted before the meeting more particularly enumerated in the resolution.

The board of Directors at their meeting held on 5th September, 2020, had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the members by way of special Resolution is required for change in objects clause of the Memorandum of Association of the Company.

A copy of Memorandum of association of the Company as on date and also indicated the proposed amendments is available for inspection at the Registered office of the Company during normal business hours on working days.

The Directors recommend the Special Resolution as set out at Item No. 8 of the accompanying Notice, for Members’ approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

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

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

**Sd/-
Anamika Raju
Company Secretary**

**Place: Punjab
Date: 05.09.2020**

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:

Name of the Director	Mrs. Kunj Deep Kalra	Mr. Parag Garg
DIN	05285059	07735550
Date of Birth	31/10/1986	20/04/1994
Age (in Years)	34	26
Nationality	Indian	Indian
Date of Appointment	14/08/2014	11/04/2020
Qualification	Graduation	B.com (H)/CA (Inter)/LLB
Board Position held	Non-Executive, Non-Independent Director	Non-Executive, Independent Director
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Refer Item No. 2 of the Notice	Refer item no. 5 of the Notice read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Refer report on Corporate Governance	Refer report on Corporate Governance
Number of the Meeting of the Board attended during the year	Refer report on Corporate Governance	Refer report on Corporate Governance
Expertise in functional area	Corporate Planning and Management strategy	Finance & Accounts
List of Directorship held in other listed entity	NIL	NIL
Committee positions held in other listed entity	NIL	NIL
Relationship with Directors	Wife of Mr. Kunal Yadav	None
No. of Shares held in Indian Sucrose Limited	NIL	NIL