

INDIAN SUCROSE LIMITED
(CIN: L15424PB1990PLC010903)

G. T. Road,
Mukerian Distt Hoshiarpur,
Punjab, India, 144211
E-mail: info.isl@vaducorporation.com
Website: www.muksug.in
Phone: +91-9115110651/52

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]

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 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 remote e-voting period commences from 9.00 AM. (IST) on Monday, January 15, 2024, and ends at 5.00 P.M. (IST) on Wednesday, February 14, 2024.

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 Friday, January 05, 2024. 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. The communication of the assent or dissent by the shareholders would only take place through remote e-voting only.

The explanatory statement pertaining to the Resolutions setting out the material facts and the reasons thereof is appended to this Notice.

The Board of Directors of the Company has, in compliance with the applicable provisions of the Act & Rules, appointed Mr. Neeraj Arora (Membership No. FCS 10781 and COP No. 16186), Partner of M/s. Sanjay Grover & Associates (Firm registration No. P2001DE052900), 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 the Equity Shareholders of the Company to enable them to cast their votes electronically.

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 Wednesday, February 14, 2024 to be eligible for being considered, failing which, it shall be strictly considered that no vote has been cast by the concerned shareholder.

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 www.muksug.in as well as on the website of NSDL at www.evoting.nsd.com.

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

SPECIAL BUSINESSES:

RESOLUTION NO. 1

TO CONSIDER AND APPROVE CHANGES IN MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of the Registrar of Companies, the consent of the Members of the Company be and is hereby accorded that Clause 3 (a) under "The Objects to be pursued by the Company on its incorporation are" be and is hereby altered and extended by inserting the following new-sub clauses (9), (10), (11) & (12) to read as follows:

NEW SUB-CLAUSES TO BE INSERTED UNDER

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

"Clause 9 - To carry on the business of producers, refiners, processors, buyers, sellers, distributors, importers, exporters, traders, agents, stockists, storers and suppliers of all types of crude oils, petroleum and petroleum products including crude oil, oil, lubricating oils, lubes, base oil stocks, additives gas, bio-gas including compressed bio-gas, natural gas, hydrogen, CNG, ethanol and other allied substances/ chemicals (organic and inorganic), aromatics asphalt, bitumen, bituminous substances, carbon, carbon black, hydrocarbon and mineral substances and the products or the bye-products feed stocks for petrochemicals which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of petrochemical products in all their branches and to put into commercial use and otherwise deal in any manner in all or any of them and their allied products and materials.

Clause 10 - To establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell retail stations, refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of crude oils, petroleum and petroleum products including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and petro chemicals of all kinds and to provide consultancy in all its branches in respect of all or any of the aforesaid.

Clause 11 - To purchase, take on lease or licenses, or otherwise acquire any petroleum or any other oil-bearing pumps/ stations in India or in any other part of the world, or any interest in any such petroleum pumps/ stations, or any rights of or connected with the getting of any oil or petroleum pumps/ stations.

Clause 12 - To undertake leasing immovable and movable properties of all kinds and description and right, title and interest therein and leasing of all kinds of goods and articles (including land, Plants, Machinery, Vehicles etc.) whether required for consumption or for commercial, industrial or business use or educational institutions use or for any purpose whatsoever."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Board of Directors or Chief Financial Officer of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds,

matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

RESOLUTION NO. 2

APPROVAL FOR PROVIDING/GIVING LOAN TO THE RELATED PARTIES UNDER THE APPLICABLE PROVISIONS OF COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed 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. 10,000 Lakhs (Rupees Ten Thousand Lakhs 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 FURTHER THAT for the purpose of giving effect to this resolution, any Board of Directors or Chief Financial Officer of the Company be and is hereby 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: 04/01/2024

Place: Mukerian

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards on General Meetings (SS-2) for the proposed Ordinary 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, website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com respectively and on the website of NSDL at 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 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. **Friday, January 05, 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. Friday, January 05, 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 e-voting period commences on **Monday, January 15, 2024 at 09:00 A.M. (IST) and ends on Wednesday, February 14, 2024 at 05:00 P.M. (IST), 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. Neeraj Arora (Membership No. FCS 10781 and COP No. 16186), Partner of M/s. Sanjay Grover & Associates (Firm Registration No. P2001DE052900), 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, February 14, 2024 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, February 14, 2024** 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 and on the website of NSDL 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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available

under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is

101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.

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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a

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

request to Abhishek Mishra at evoting@nsdl.com

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

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

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

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the special

business mentioned under Item Nos. 01 and 02 of the accompanying Notice.

Item No. 1

The Company is presently engaged in the business of manufacture of Sugar. The Board of Directors of the Company in their meeting held on 04th January, 2023 approved the proposal to diversify the business activities of the Company and inter-alia to enter into business related to Bio CNG/CBG, ethanol, oil, gas and various other chemical/petroleum products and to operate petroleum or any other oil-bearing pumps/stations etc. and leasing of immovable and movable properties of all kinds of goods and articles for commercial, industrial or business use or use for any other purpose whatsoever.

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

Your directors are also of the view that the proposed additional objects may conveniently and advantageously be combined with the existing business of the Company. Accordingly, directors propose to amend Clause 3 (a) “The Objects to be pursued by the Company on its incorporation are” as set out at Item No. 1 of this Notice, to enable the Company to take these new lines of activities, hence, it is desirable to amend the existing Object Clause of the Memorandum of Association as described in the resolution.

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

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

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

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

ITEM NO. 02

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.

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 Indian Green Revolution 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, 2023 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 ordinary resolution set forth at Item No. 02 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 2023-2024 (Rs. in Lakhs)	Value of the Proposed indebtedness for the FY 2022-2023 (Rs. in Lakhs)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction
1.	Indian Green Revolution Pvt. Ltd.	5000.00	0.00	The financial assistance would be unsecured with repayment as may be determined in the loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement but not less than the prevailing yield Govt. rate. All such transactions are in accordance with the appropriate loan agreement as per prevailing market norms.	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.
2.	Dharamputra Food Industries Private Limited	5000.00	700.00		

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

Sr. No.	Particulars	Resolution at Item No. 2	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the Related Party and Nature of Relationship	Indian Green Revolution Pvt. Ltd. is a Company in which the Managing Director and his relative is a Member or Director.	Dharamputra Food Industries Pvt. 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 5000.00 Lakhs on arm's length basis	Giving of loan of not exceeding 5000.00 Lakhs on arm's length basis
c.	Tenure of proposed transaction	One year	One year
d.	Value of proposed transaction	Not exceeding 5000.00 Lakhs	Not exceeding 5000.00 Lakhs
e.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 22-23, that is represented by the value of the proposed RPT	Value of Propose Transaction is Rs 5000.00 Lakhs in aggregate till 31 st March 2024. And the said transaction is 11.29 % of the Company's Audited consolidated turnover of F.Y. 2022-23	Value of Propose Transaction is Rs 5000.00 Lakhs in aggregate till 31 st March 2024. And the said transaction is 11.29 % of the Company's Audited consolidated turnover of F.Y. 2022-23
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 5000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding 5000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
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. 2 of the Notice. The Board of Directors recommend the resolution set forth in Item No. 2 of the notice for your approval as a Special Resolution.

For Indian Sucrose Limited

Kunal Yadav
Managing Director
DIN: 01338110