

**INDIAN SUCROSE LIMITED**  
**(CIN: L15424PB1990PLC010903)**

G. T. Road,  
Mukerian Distt Hoshiarpur,  
Punjab, India, 144211  
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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>
March 28, 2025 at 9.00 A.M. (IST)	April 26, 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 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and subsequent circulars issued in this regard by SEBI and the latest being dated SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 Friday, March 14, 2025 (‘Cut-off date’). 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. Neeraj Arora (Membership No. F10781 and CP 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 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 Saturday, April 26, 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.nsdl.com](http://www.evoting.nsdl.com). The Resolutions so passed shall be deemed to be passed on the last date of the remote e-voting i.e., Saturday, April 26, 2025.

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

#### **SPECIAL BUSINESSES:**

##### **1. TO APPROVE LIMITS OF ADVANCING LOAN(S) TO THE RELATED PARTIES OF THE COMPANY UNDER SECTION 185 OF THE COMPANIES ACT, 2013 AND APPLICABLE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE FINANCIAL YEAR 2025-26:**

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 INR 57,500 Lakhs (Rupees Fifty-Seven Thousands and Five Hundred Lakhs Only) for the period April 01, 2025 to March 31, 2026 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, finalize 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.

## **2. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company’s policy on Materiality of Related Party Transactions and on dealing with related party transactions and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the company, approval of the members of the company be and is hereby accorded to the company to enter into and/or continue the related party transaction(s) /contract(s)/arrangement(s) /agreement(s) (in terms of Regulations 2(1)(zc)(i) of the listing regulations)

in terms of the explanatory statement to this resolution more specifically set out in tabular form in the explanatory statement to this resolution on the respective material terms & conditions.

**RESOLVED FURTHER THAT** the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director/CFO/or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

**Date: 20.02.2025**  
**Place: New Delhi**

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

### **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. Friday, March 14, 2025 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, March 14, 2025 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 Friday, March 28, 2025, and ends at 5.00 P.M. (IST) on Saturday, April 26, 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. 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 Saturday, April 26, 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 Saturday, April 26, 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. Utkarsh Gupta, Deputy Manager, NSDL, through e-mail at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 011-23353814(15)

**How do I vote electronically using NSDL e-voting system?**

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>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>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</li> </ol>





*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.

	<p>“<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></p> <p>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 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</p>
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	<p>vote during the remote e-voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </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</li> </ol>

	<p>that the user can visit the e-voting service providers’ website directly.</p> <ol style="list-style-type: none"> <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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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
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. 1800-21-09911

**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</b>	<b>Your User ID is:</b>

<b>(NSDL or CDSL) or Physical</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.

## **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 /**

## **Step 2: Cast your vote electronically on NSDL**



**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 evoting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022-48867000.

Aadhar Card) to [Isl.investor@yaducorporation.com](mailto:Isl.investor@yaducorporation.com).

3. . 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.**
4. 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.
5. 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.

**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

**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. 01**

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 the 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 INR 1000 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

below entities 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. 01 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 2025-2026 (Proposed in Postal Ballot) (INR in Lakhs)	Value of the approved indebtedness for the FY 2024-2025 (Previous Year) (INR 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.	High Link Investment Private Limited	upto 10,000	upto 18,000	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 will be 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.	Tiazo Trade Private Limited	upto 3,500	upto 3,500		
3	Yadu Sugar Limited	upto 10,000	upto 16,000		
4	Rangar Breweries Limited	upto 2,500	upto 2,500		
5	Cosmos Industries Limited	upto 10,000	upto 13,500		
6	Shervani Sugar Syndicate Limited	upto 1,000	upto 1,000		
7	Yadu Resorts (India) Limited	upto 1,000	upto 1,000		
8	Indian Green Revolution Private Limited	upto 7,500	upto 7,500		
9	Dharamputra Food Industries Private Limited	upto 10,000	upto 17,500		
10	Highway King Transportation Private Limited	upto 1,000	-		
11	City Bazaar Hub Private Limited	upto 1,000	-		

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/0155 dated November 11, 2024 are as under:

1.

Sr. No.	Particulars	Resolution at Item No. 1	
1.	<b>Details of Summary of information provided by the management to the Audit Committee</b>		
a.	<b>Name of the Related Party and Nature of Relationship</b>	Highlink Investment Private Limited is a Company in which the person of the promoter group has a significant influence.	Tiazo Trade Private Limited is a Company in which the Managing Director and his relative is a Member.
b.	<b>Type, material terms, and particulars of proposed transaction</b>	Giving of loan for an amount not exceeding INR 10,000.00 Lakhs on arm's length basis	Giving of loan for an amount not exceeding INR 3500.00 Lakhs on arm's length basis
c.	<b>Tenure of proposed transaction</b>	Upto 31 <sup>st</sup> March, 2026	Upto 31 <sup>st</sup> March, 2026
d.	<b>Value of proposed transaction</b>	Not exceeding INR 10,000.00 Lakhs	Not exceeding INR 3500.00 Lakhs
e.	<b>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</b>	The said transaction is 18.92% of the Company's Audited Standalone turnover of F.Y. 2023-24	The said transaction is 6.62% of the Company's Audited Standalone turnover of F.Y. 2023-24
f.	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	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.	<b>A copy of the valuation or other external party report, if any such report has been relied upon;</b>	Not Applicable	Not Applicable
2.	<b>Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary</b>		
a.	<b>details of the source of funds in connection with the proposed transaction</b>	The Company shall infuse the funds from its internal accruals.	
b.	<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</b>	Not Applicable	Not Applicable
c.	<b>applicable terms,</b>	Giving of loan for an amount	Giving of loan for an amount not



	<b>including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>	not exceeding INR 10,000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category.	exceeding INR 3500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category.
<b>d.</b>	<b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	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.	
<b>e.</b>	<b>Any other information that may be relevant</b>	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.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Resolution at Item No. 1</b>	
<b>1.</b>	<b>Details of Summary of information provided by the management to the Audit Committee</b>		
<b>a.</b>	<b>Name of the Related Party and Nature of Relationship</b>	Yadu Sugar Limited is a Company in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid-up share capital.	Rangar Breweries Limited is a Company in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid-up share capital.
<b>b.</b>	<b>Type, material terms, and particulars of proposed transaction</b>	Giving of loan for an amount not exceeding INR 10,000.00 Lakhs on arm's length basis	Giving of loan for an amount not exceeding INR 2500.00 Lakhs on arm's length basis
<b>c.</b>	<b>Tenure of proposed transaction</b>	Upto 31 <sup>st</sup> March, 2026	Upto 31 <sup>st</sup> March, 2026
<b>d.</b>	<b>Value of proposed transaction</b>	Not exceeding INR 10000.00 Lakhs	Not exceeding INR 2500.00 Lakhs
<b>e.</b>	<b>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</b>	The said transaction is 18.92% of the Company's Audited Standalone turnover of F.Y. 2023-24	The said transaction is 4.73% of the Company's Audited Standalone turnover of F.Y. 2023-24
<b>f.</b>	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	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.	
<b>g.</b>	<b>A copy of the valuation or other external party report, if any such report has been relied upon;</b>	Not Applicable	Not Applicable
<b>2.</b>	<b>Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary</b>		
<b>a.</b>	<b>details of the source of funds in connection with the proposed transaction</b>	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 INR 10000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding INR 2500.00 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	

### 3.

Sr. No.	Particulars	Resolution at Item No. 1	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the Related Party and Nature of Relationship	Cosmos Industries Limited in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid-up share capital.	Shervani Sugar Syndicate Limited in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid-up share capital.
b.	Type, material terms, and particulars of proposed transaction	Giving of loan of not exceeding INR 10000.00 Lakhs on arm's length basis	Giving of loan of not exceeding INR 1000.00 Lakhs on arm's length basis
c.	Tenure of proposed transaction	Upto 31 <sup>st</sup> March 2026	Upto 31 <sup>st</sup> March 2026
d.	Value of proposed transaction	Not exceeding INR 10,000.00 Lakhs	Not exceeding INR 1000.00 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	The said transaction is 18.92 % of the Company's Audited Standalone turnover of F.Y. 2023-24	The said transaction is 1.89 % of the Company's Audited Standalone 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	Not Applicable	Not Applicable

	upon;		
2.	<b>Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary</b>		
a.	<b>details of the source of funds in connection with the proposed transaction</b>	The Company shall infuse the funds from its internal accruals.	
b.	<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</b>	Not Applicable	Not Applicable
c.	<b>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>	Giving of loan of not exceeding INR 10000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding INR 1000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
d.	<b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	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.	<b>Any other information that may be relevant</b>	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	

4.

Sr. No.	Particulars	Resolution at Item No. 1	
1.	<b>Details of Summary of information provided by the management to the Audit Committee</b>		
a.	<b>Name of the Related Party and Nature of Relationship</b>	Yadu Resorts (India) Limited is a Company the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paidup share capital.	Indian Green Revolution Private Limited is a Company in which immediate relative of the Managing Director is Director.
b.	<b>Type, material terms, and particulars of proposed transaction</b>	Giving of loan of not exceeding INR 1000.00 Lakhs on arm's length basis	Giving of loan of not exceeding INR 7,500.00 Lakhs on arm's length basis
c.	<b>Tenure of proposed transaction</b>	Upto 31 <sup>st</sup> March 2026	Upto 31 <sup>st</sup> March 2026
d.	<b>Value of proposed transaction</b>	Not exceeding INR 1000.00 Lakhs	Not exceeding INR 7,500.00 Lakhs
e.	<b>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</b>	The said transaction is 1.89 % of the Company's Audited Standalone turnover of F.Y. 2023-24	The said transaction is 14.19 % of the Company's Audited Standalone turnover of F.Y. 2023-24

f.	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	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.	<b>A copy of the valuation or other external party report, if any such report has been relied upon;</b>	Not Applicable	Not Applicable
2.	<b>Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary</b>		
a.	<b>details of the source of funds in connection with the proposed transaction</b>	The Company shall infuse the funds from its internal accruals.	
b.	<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</b>	Not Applicable	Not Applicable
c.	<b>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>	Giving of loan of not exceeding INR 1000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding INR 7,500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
d.	<b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	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.	<b>Any other information that may be relevant</b>	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	

5.

Sr. No.	Particulars	Resolution at Item No. 1	
1.	<b>Details of Summary of information provided by the management to the Audit Committee</b>		
a.	<b>Name of the Related Party and Nature of Relationship</b>	Dharamputra Food Industries Private Limited is a Company in which the Managing Director and his relative is a Member.	Highway King Transportation Private Limited in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid-up share capital.
b.	<b>Type, material terms, and particulars of proposed transaction</b>	Giving of loan for an amount not exceeding INR 10000.00 Lakhs on arm's length basis	Giving of loan for an amount not exceeding INR 1000.00 Lakhs on arm's length basis
c.	<b>Tenure of proposed transaction</b>	Upto 31 <sup>st</sup> March 2026	Upto 31 <sup>st</sup> March 2026
d.	<b>Value of proposed transaction</b>	Not exceeding INR 10000.00 Lakhs	Not exceeding INR 1000.00 Lakhs



e.	<b>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</b>	The said transaction is 18.92 % of the Company's Audited Standalone turnover of F.Y. 2023-24	The said transaction is 1.89 % of the Company's Audited Standalone turnover of F.Y. 2023-24
f.	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	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.	<b>A copy of the valuation or other external party report, if any such report has been relied upon;</b>	Not Applicable	Not Applicable
2.	<b>Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary</b>		
a.	<b>details of the source of funds in connection with the proposed transaction</b>	The Company shall infuse the funds from its internal accruals.	
b.	<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</b>	Not Applicable	Not Applicable
c.	<b>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>	Giving of loan of not exceeding INR 10000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category	Giving of loan of not exceeding INR 1000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
d.	<b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	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.	<b>Any other information that may be relevant</b>	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	

6.

Sr. No.	Particulars	Resolution at Item No. 1
1.	<b>Details of Summary of information provided by the management to the Audit Committee</b>	
a.	<b>Name of the Related Party and Nature of Relationship</b>	Citybazaar Hub Private Limited in which the relative of Managing Director is a Director and holds more than 2% of its paid-up share capital.
b.	<b>Type, material terms, and particulars of proposed transaction</b>	Giving of loan for an amount not exceeding INR 1000.00 Lakhs on arm's length basis
c.	<b>Tenure of proposed transaction</b>	Upto 31 <sup>st</sup> March, 2026
d.	<b>Value of proposed transaction</b>	Not exceeding INR 1000.00 Lakhs
e.	<b>Percentage of the</b>	The said transaction is 1.89 % of the Company's Audited Standalone

	<b>Company's annual consolidated turnover for the immediately preceding Financial Year 23-24, that is represented by the value of the proposed RPT</b>	turnover of F.Y. 2023-24
f.	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	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.	<b>A copy of the valuation or other external party report, if any such report has been relied upon;</b>	Not Applicable
2.	<b>Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary</b>	
a.	<b>details of the source of funds in connection with the proposed transaction</b>	The Company shall infuse the funds from its internal accruals.
b.	<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</b>	Not Applicable
c.	<b>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>	Giving of loan of not exceeding INR 1000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
d.	<b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	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.	<b>Any other information that may be relevant</b>	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. 1 of the Notice.

The Board of Directors recommend the resolution set forth in Item No. 1 of the notice for your approval as a Special Resolution.

**ITEM NO. 02**

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shareholders' approval should be obtained for related party transactions which is individually or taken together with previous transactions during a financial year exceeds INR 1000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

During the period 01.04.2025 to 31.03.2026, the Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually

agreed terms & condition, and the aggregate of such transaction(s), are expected to cross the applicability materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements/transactions proposed to be undertaken by the Company. All transactions entered into by the Company with Related Parties as mentioned below are in the ordinary course of business and are at arm's length.

The details of Transactions as required under regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

<b>1.</b>	<b>Highlink Investment Pvt. Ltd.</b>	
<b>(a)</b>	<b>Name of Director or Key Managerial Personnel who is related:</b>	Mr. Kunal Yadav – Managing Director
<b>(b)</b>	<b>Nature of Relationship</b>	Highlink Investment Private Limited is a Company in which the person of the promoter group has a significant influence.
<b>(c)</b>	<b>Nature of Transactions</b>	Sale, purchase or supply of goods or materials; availing or rendering of services and leasing of property.
<b>(d)</b>	<b>Material Terms of Contracts/ arrangements/ transactions</b>	The Company has entered into an agreement with respective related party for trading of sugar and for warehouse/ godown on rent with market prevailing price inclusive of applicable taxes
<b>(e)</b>	<b>Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2023-2024 and duration/tenure of the proposed transaction</b>	Value of the proposed transaction not exceeding INR 100 crores (Sale and purchase of goods and services) and not exceeding INR16 Lakh (Leasing of property) in aggregate till 31st March, 2026 and the said transaction is 18.95 % of company's audited Standalone turnover of FY 2023-2024.
<b>(f)</b>	<b>If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>	The transactions relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary separately given in explanatory statement to item no. 1.
<b>(g)</b>	<b>Justification as to why the RPT is in the interest of the Company</b>	Highlink Investment Private Limited is into the business of trading of sugar for many years and have excellent track record with good clientage in market, consequent upon the Company is purchasing the sugar in bulk from Indian Sucrose Limited. Resulting which the Company has the good cash flow and fast inventory liquidation. Indian Sucrose Limited is into the business of manufacturing of sugar and Highlink Investment Private Limited is into the business of trading of sugar.  Since both the companies are in the same business and as well as part of same group, the transaction will benefit /help in maximize the profit and increase in the profit margin and to expand the group as whole.
<b>(h)</b>	<b>Copy of the valuation or other external party report, if any such report has been relied</b>	Not Applicable

	<b>upon.</b>	
(i)	<b>Any Other information relevant or important for the members to make a decision on proposed transaction</b>	The transactions will in the ordinary course of business with prevailing market price and in the best interests of the group as whole and members.

<b>2.</b>	<b>Tiazo Trade Private Limited.</b>	
(a)	<b>Name of Director or Key Managerial Personnel who is related:</b>	Mr. Kunal Yadav – Managing Director
(b)	<b>Nature of Relationship</b>	Tiazo Trade Private Limited is a company in which the Managing Director and his relative is a Member.
(c)	<b>Nature of Transactions</b>	Sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	<b>Material Terms of Contracts/ arrangements/ transactions</b>	The Company has entered into an agreement with respective related party for trading of sugar and for warehouse/ godown on rent with market prevailing price inclusive of applicable taxes.
(e)	<b>Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2023-2024 and duration/tenure of the proposed transaction</b>	Value of proposed transaction not exceeding INR50 crores (Sale and purchase of goods and services) and not exceeding INR16 Lakh (Leasing of property) in aggregate till 31st March, 2026 for all the transactions and the said transaction is 9.49 % of company's audited Standalone turnover of FY 2023-2024.
(f)	<b>If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>	The transactions relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary separately given in explanatory statement to item no. 1.
(g)	<b>Justification as to why the RPT is in the interest of the Company</b>	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.
(h)	<b>Copy of the valuation or other external party report, if any such report has been relied upon.</b>	Not Applicable
(i)	<b>Any Other information relevant or important for the members to make a decision on proposed transaction</b>	The transactions will in the ordinary course of business with prevailing market price and in the best interests of the group as whole and members.

<b>3.</b>	<b>Dharamputra Food Industries Pvt. Ltd.</b>	
(a)	<b>Name of Director or Key Managerial Personnel who is related:</b>	Mr. Kunal Yadav – Managing Director
(b)	<b>Nature of Relationship</b>	Dharamputra Food Industries Private Limited is a Company in which the Managing Director and his relative is a member.
(c)	<b>Nature of Transactions</b>	Sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	<b>Material Terms of Contracts/ arrangements/ transactions</b>	The Company has entered into an agreement with respective related party for Trading of sugar and for warehouse/ godown on rent with market prevailing price inclusive of applicable taxes.



(e)	<b>Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2023-2024 and duration/tenure of the proposed transaction</b>	Value of proposed transaction not exceeding INR100 crores (Sale and Purchase of goods and Services) and not exceeding INR 25 Lakh (Leasing of Property) in aggregate till 31st March, 2026 for all the transactions and the said transaction is 18.96 % of company's audited Standalone turnover of FY 2023-2024.
(f)	<b>If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>	The transactions relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary separately given in explanatory statement to item no. 1
(g)	<b>Justification as to why the RPT is in the interest of the Company</b>	The current scenario in Asian marketing for demand is very challenging and tough to getting the order in bulk due to cut throat competitors at reasonable price. The company is getting the bulks supply order of sugar from Dharamputra Food Industries Private Limited. Dharamputra Food Industries Private Limited has good distribution channels having with results oriented team to capture asian market at large and establish the sugar brand in market. Dharamputra Food Industries Private Limited also provides other auxiliary services to promote and flourish the sugar brand yadu in market which results better revenue, cash inflow and brand promotion in market. Since both the companies are in same group and it helps to maximize the profit and to increase the profit margin and to expand the group as whole.
(h)	<b>Copy of the valuation or other external party report, if any such report has been relied upon.</b>	Not Applicable
(i)	<b>Any Other information relevant or important for the members to make a decision on proposed transaction</b>	The transactions will in the Ordinary course of business with prevailing market price and in the best interests of the group as whole and members.

<b>4.</b>	<b>Indian Green Revolution Pvt. Ltd.</b>	
(a)	<b>Name of Director or Key Managerial Personnel who is related:</b>	Mr. Kunal Yadav – Managing Director
(b)	<b>Nature of Relationship</b>	Indian Green Revolution Private Limited is a Company in which immediate relative of the Managing Director is Director
(c)	<b>Nature of Transactions</b>	Sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	<b>Material Terms of Contracts/ arrangements/ transactions</b>	The Company has entered into an agreement with respective related party to use their expertise for business promotion, Marketing and Brand Developments of its sugar products with different pack size to capture the major asian market and to establish its footprint in retail segment and establish its brand amongst the customer at large scale at arm length basis.
(e)	<b>Value of the proposed transaction and % of Company's audited consolidated turnover of FY</b>	Value of proposed transaction not exceeding INR180 crores ((Sale and Purchase of goods and Services) and not exceeding INR 25 Lakhs (Leasing of property) in aggregate till 31st March, 2026 for all the transactions and the said transaction is 34.10 % of company's

	<b>2023-2024 and duration/tenure of the proposed transaction</b>	audited Standalone turnover of FY 2023-2024.
(f)	<b>If the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>	Not Applicable
(g)	<b>Justification as to why the RPT is in the interest of the Company</b>	The Company has entered into an agreement with respective related party to increase the sales in the domestic market by using the good marketing strategies of the Indian Green Revolution Private Limited. Such strategies will bring the more synergies in the group and also build the revenue scales and balance in the business of the Indian Sucrose Limited. Indian Green Revolution Private Limited is been acting a robust bridge between demand and supply of our products according to the needs of the customers in the domestic markets. Ultimately both companies are flourishing their business and profits by assisting each other which reduces the cut throat competitions in present scenarios. Indian Green Revolution Private Limited has an excellent history in the supply of sugar distribution channels with result oriented team works. It has also good holds in the sugar supply channels in domestic markets.
(h)	<b>Copy of the valuation or other external party report, if any such report has been relied upon.</b>	Not Applicable
(i)	<b>Any Other information relevant or important for the members to make a decision on proposed transaction</b>	The transactions will in the Ordinary course of business with prevailing market price and in the best interests of the group as whole and members.

<b>5.</b>	<b>Yadu Sugar Limited.</b>	
(a)	<b>Type, material terms, and particulars of proposed transaction</b>	Giving of loan for an amount not exceeding INR 10,000.00 Lakhs on arm's length basis
(b)	<b>Name of the Related Party and Nature of Relationship</b>	Yadu Sugar Limited is a Company in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid-up share capital.
(c)	<b>Tenure of proposed transaction</b>	Upto 31 <sup>st</sup> March, 2026
(d)	<b>Value of proposed transaction</b>	Not exceeding INR 10000.00 Lakhs
(e)	<b>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</b>	The said transaction is 18.92% of the Company's Audited Standalone turnover of F.Y. 2023-24
(f)	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	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)	<b>A copy of the valuation or other external party report, if any</b>	Not Applicable

	such report has been relied upon;	
(2)	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary	
(i)	details of the source of funds in connection with the proposed transaction	The Company shall infuse the funds from its internal accruals
(ii)	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	Giving of loan of not exceeding INR 10000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
(iii)	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.
(iv)	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 INR 1000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
(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.

6.	<b>Cosmos Industries Limited.</b>	
(a)	Type, material terms, and particulars of proposed transaction	Giving of loan of not exceeding INR 10000.00 Lakhs on arm's length basis.
(b)	Name of the Related Party and Nature of Relationship	Cosmos Industries Limited in which the Managing Director and his relative is a Director and holds alongwith his relatives, more than 2% of its paid-up share capital.
(c)	Tenure of proposed transaction	Upto 31 <sup>st</sup> March, 2026
(d)	Value of proposed transaction	Not exceeding INR 10,000.00 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	The said transaction is 18.92 % of the Company's Audited Standalone 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
(2)	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary	
(i)	details of the source of funds in connection	The Company shall infuse the funds from its internal accruals.

	<b>with the proposed transaction</b>	
(ii)	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
(iii)	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 INR 10000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
(iv)	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

The Board is of the opinion that the aforesaid related party transactions are in the best interests of the group as whole and its members and therefore, recommends the resolution set out at item No. 2 of the notice for the approval of the members in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015.

No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

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.

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

**Date: 20.02.2025**  
**Place: New Delhi**

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