



# INDIAN SUCROSE LIMITED

CIN : L15424PB1990PLC010903  
Email Id : info.isl@yaducorporation.com | Website : [www.muksug.in](http://www.muksug.in)



Date- 07.09.2021

To,  
The Listing Compliance Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001  
Scrip Code: 500319

Dear Sirs/Madam,

Sub:

In furtherance to our letter dated 31<sup>st</sup> August, 2021 and pursuant to Regulation 30 and 34 of securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Please find enclosed the Annual Report for the year ended March 31, 2021 including Notice of the 30<sup>th</sup> Annual Report Meeting of Indian Sucrose Limited (‘the Company’) to be held on Thursday, 30<sup>th</sup> September, 2021 at 10.30 A.M. through Video Conferencing (‘VC’) /Other Audio-Visual Means (‘OAVM’).

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report of the Company for the financial year ended March 31, 2021 and the Notice of the 30<sup>th</sup> AGM has been dispatched to all the members of the Company whose email addresses are registered with the Company or Registrar and Share Transfer Agent of the Company or Depository Participant(s).

The Annual Report of the Company for the Financial Year ended March 31, 2021 and the Notice convening the 30<sup>th</sup> AGM of the Company are available on the website of the Company at [www.muksug.in](http://www.muksug.in)

You are requested to take the above information on record.

Thanking you,

Yours

Anamika  
Company



**INDIAN SUCROSE LIMITED**

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

**CIN: L15424PB1990PLC010903**

**Phone: +91-9115110651/52**

**Email Id: [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com),**

**Website: [www.muksug.in](http://www.muksug.in)**

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**NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of Indian Sucrose Limited (the “Company”/ “ISL”) will be held on Thursday, 30<sup>th</sup> September, 2021 at 10.30 A.M. through video conferencing (“VC”)/ other Audio Visual Means (“OVAM”) to transact the following business(es):

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31<sup>st</sup>, 2021 and the reports of the Board of Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mr. Jaitender Kumar (DIN: 08164429), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. SSVS & Co. Chartered Accountants, (Firm’s Registration No. 021648C), be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the thirtieth Annual General Meeting till the conclusion of the Thirty-fifth Annual General Meeting, in place of M/s. R. Dewan & Co. Chartered Accountants, (Firm’s Registrations No. 017883N) whose tenure expires at the Thirtieth Annual General Meeting, at such remuneration plus reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

**SPECIAL BUSINESS**

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

pursuant to the provisions of Section 148 and other provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration, decided by the Board of Directors on the recommendation of the Audit Committee, of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s Khushwinder Kumar & Co, Cost Accountants, Ludhiana, having Firm Registration No.100123, appointed by the Board to conduct the audit of cost records maintained by the Company for the financial year ended 31<sup>st</sup> March, 2022.

the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with schedule IV, and any other applicable provisions of the Companies Act, 2013 ("the act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re – enactment(s), thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Neeraj Bansal (DIN: 02879371), who was appointed as Independent Director w.e.f. 12.10.2020 to hold office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 11<sup>th</sup> October, 2025.

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with schedule IV, and any other applicable provisions of the Companies Act, 2013 ("the act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re – enactment(s), thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Shriram Agrawal (DIN: 07147618), who was appointed as Independent Director w.e.f. 14.12.2020 to hold office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 13<sup>th</sup> December, 2025.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re – enactment(s), thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee Mrs. Geeta Sharma (DIN: 08905164), who was appointed as Additional Non –Executive Director w.e.f. 12.10.2020 to hold office up to the date of this Annual General Meeting and who qualifies for being appointed as Director and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Non- Executive Director of the Company, liable to retire by rotation.

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

**THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its powers) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the recommendation of the Audit



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

**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment (s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded

- a) For increase in the Authorised Share Capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 3,30,00,000 (Three Crore Thirty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each by creation of additional 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu in all respects with existing Equity Shares of the Company.
- b) Alter the Memorandum of Association of the Company by substituting existing capital clause V with the following new clause

“V. The Authorized Share Capital of the Company is Rs. 40,00,00,000 /- (Rupees Forty Crore only) divided into 3,30,00,000 (Three Crore Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh only) Preference Shares of Rs. 10/- (Rupees Ten) each.”

**RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee Authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby Authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers here in conferred to on any Director(s), Company Secretary or any other officer of the Company.”

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

**Place: Mukerian  
Date: 31.08.2021**

**By Order of the Board  
For Indian Sucrose Limited  
sd/-  
Anamika Raju  
Company Secretary**

## NOTES:

1. A statement pursuant to section 102(1) of the Act, relating to the special business to be transacted at the AGM is annexed hereto, being considered unavoidable, be transacted at the 30th AGM of the Company.
2. Participation of Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under the section 103 of the Act.
3. Since the AGM will be held through VC, the route map of the venue of the meeting is not annexed hereto.
4. Details of Directors retiring by rotation /seeking appointment /re –appointment at this meeting are provided in the “Annexure” to the Notice.
5. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the company/RTA, as mandated by SEBI, along with the details of folio no. Members holding shares in electronics mode are requested to submit their PAN to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
6. Electronic copy of all the documents referred to in the accompanying Notice of the 30<sup>th</sup> Annual General Meeting and the explanatory statement will be available for inspection in the Investor Section of the website of the Company at [www.muksug.in](http://www.muksug.in).
7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at G.T. Road, Mukerian – 144211, Distt. Hoshiarpur (Punjab):
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
8. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards’ report, etc. by electronic mode. Pursuant to the MCA/SEBI Circulars, notice of 30th e-AGM along with the Annual Report for F.Y. 2021 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for F.Y. 2021 will also be available on the Company’s website at ([www.muksug.in](http://www.muksug.in) >investor>annual-reports) website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL.
9. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e- voting i.e. 23<sup>rd</sup> September, 2021, such person may obtain the User ID and password from the MCS Share Transfer Agent Limited/ Company/ NSDL by e-mail request on [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com)/[admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **General instructions for accessing and participating in the 30th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**

1. In view of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, and General Circular No.02/2021 dated 13th January, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” respectively, issued by the Ministry of Corporate Affairs (“Collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI Listing Regulations, the 30<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 30<sup>th</sup> AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.muksug.in](http://www.muksug.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

**The remote e-voting period begins on Monday, 27 September, 2021 at 09:00 A.M. and ends on Wednesday, 29 September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. 23.09.2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off date, being 23.09.2021.**

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

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ icon under

	<p>which is available under 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 e- 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 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 vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System My Easi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</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 or joining virtual meeting &amp; voting during the meeting.</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.**

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sheetalsharma039@gmail.com](mailto:sheetalsharma039@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Abhishek Mishra) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or

have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com). Only those members who are registered will be allowed to express their views or ask questions. The company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com). The same will be replied by the company suitably.

#### **Request to Shareholders**

The Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 requires the Company to keep the Register of Members in Form No. MGT-1. As Compared to the Register of Members under the old Act, the New Law calls for certain additional information to be recorded. In order that the Company is facilitated to comply with same, shareholders are requested to send the following information for updating their records in our Register of Members:

- i) Name of the member
- ii) Folio/DP ID-Client ID
- iii) Email address
- iv) Permanent Account Number (PAN)
- v) CIN (in the case of company)
- vi) Unique Identification Number
- vii) Father/Mother/Spouse name
- viii) Occupation
- ix) Status
- x) Nationality
- xi) In case of minor, name of guardian and date of birth of minor
- xii) Instructions, if any for sending Notice etc.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item. 3:**

M/s R Dewan & Co. Chartered Accountants, (Firm's Registration No. 017883N) appointed as Statutory Auditor of the Company pursuant to the shareholder's resolution passed in 29<sup>th</sup> Annual General Meeting of the company dated 30<sup>th</sup> September, 2020 to hold office up to the 30<sup>th</sup> AGM of the Company to be held in 2021.

M/s R Dewan & Co., Statutory Auditor vide their letter dated 22<sup>nd</sup> August, 2021 conveyed their unwillingness to be continue for further term stating that "the proposed audit fee is not commensurate with the time and efforts involved in carrying out the audit and therefore would not be in a position to continue for further term as Statutory Auditor of the Company.

The Board of Directors of the Company ('the Board') on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s SSVS & Co., Chartered Accountants, (ICAI Firm Registration No. 021648C) as the Statutory Auditors of your Company for a period of five years from the conclusion of this AGM till the conclusion of the 35<sup>th</sup> AGM. On the recommendation of the Committee, the board also recommended for the approval of the members, the remuneration of SSVS & Co. will be Rs. 3,00,000/- (exclusive of taxes and reimbursement of out of pocket expenses at actuals).

The Committee considered various parameters like capabilities, audit experience in the Company's operating segments, market standing in the firm, clientele served, technical knowledge etc., and found SSVS & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The Firm has immeasurable experience in the fields of Tax & Regulatory Services, Audit & Assurance Services and Development & Implementation of Accounting System. The firm also undertake the Management Advisory Services and Project feasibility services. The Firm is a team of professionals Chartered Accountants who have substantial exposure in the above said services.

The Firm has associate spread across the country, the firm follows the standards on auditing practices as prescribed by the Institute of Chartered Accountants of India. The Partners have over the years developed expertise and experience in various areas. Some of the partners also bring with them substantial Corporate experience in various areas. as they are associated with large corporate houses in various capabilities including heading the finance and accounts for some of them. The partners have extensive exposure to the business areas of sugar industry manufacturing and large trading establishment. The Cumulative experience of the partners is more than 50 years.

M/s SSVS & Co., have consented to act as Statutory Auditors of the Company for the F.Y. 2021-22 to 2025-26 and given a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

None of the Directors and Key Managerial Personnel of the Company. Or their relatives, is interested in this Resolution.

The Board recommends this Ordinary Resolution for your approval.

**Item No. 4:**

The Board of Directors, at their Meeting held on 26<sup>th</sup> March, 2021 on the recommendation of the Audit Committee, approved the re – appointment of M/s Khushwinder Kumar & Co., Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending 31<sup>st</sup> March, 2022 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand) excluding taxes and reimbursement of out of pocket expenses.

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

Accordingly, consent of the Members of the Company is sought by passing an Ordinary resolution as set out in Item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of Cost records, for the financial year ending 31<sup>st</sup> March, 2022.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in the resolution set out at item No. 4 of the notice.

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

**Item No. 5:**

The Board of Directors of the Company (“the Board”) on 12<sup>th</sup> October, 2020, recommended the appointment of Mr. Neeraj Bansal as an Independent Director of the Company w.e.f. 12.10.2020 to the members, in terms of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules, made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation 2015”), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

Mr. Neeraj Bansal is a FCADISA (ICAI), and is a Fellow Member of the Institute of Chartered Accountants of India and a qualified Information System Auditor. He possesses 20 years’ excellent experience in the field of statutory audits, internal audits, tax audits, due-diligence audits and management audits for non-profit organizations, PSUs, Banking Institutions and Public and Private Companies.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Neeraj Bansal as an Independent Director of the Company. Mr. Neeraj Bansal fulfills the conditions specified in Section 149(6) read with schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent director of the Company and is Independent of the Management. He is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the members is required for regularization of Mr. Neeraj Bansal in terms of section 149 of the Act, who has appointed Additional Director in the Board Meeting held on 12<sup>th</sup> day of October, 2020, in terms of Section 161(1) of Companies Act, 2013. Requisite notice proposing the appointment of Mr. Neeraj Bansal has been received by the Company, and consent has been filed by Mr. Neeraj Bansal pursuant to section 152 of the Act.

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

The Board recommends this Ordinary Resolution for your approval.

**Item No. 6:**

The Board of Directors of the Company (“the Board”) on 14<sup>th</sup> December, 2020, recommended the appointment of Mr. Shriram Agrawal as an Independent Director of the Company w.e.f. 14.12.2020 to the members, in terms of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules, made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation 2015”), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

Mr. Shriram Agrawal is member of Institute of Chartered Accountant of India and also hold Master’s degree in

Commerce. He is being auditing and accounting of large-scale corporations (private and public) for 09 years with excellent acumen and due diligence.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Shriram Agrawal as an Independent Director of the Company. Mr. Shriram Agrawal fulfills the conditions specified in Section 149(6) read with schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent director of the Company and is Independent of the Management. He is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the members is required for regularization of Mr. Shriram Agrawal in terms of section 149 of the Act, who has appointed Additional Director in the Board Meeting held on 14<sup>th</sup> day of December, 2020, in terms of Section 161(1) of Companies Act, 2013. Requisite notice proposing the appointment of Mr. Shriram Agrawal has been received by the Company, and consent has been filed by Mr. Shriram Agrawal pursuant to section 152 of the Act.

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

The Board recommends this Ordinary Resolution for your approval.

**Item No. 7:**

The Board of Directors of the Company (“the Board”) on 12<sup>th</sup> October, 2020, recommended the appointment of Mrs. Geeta Sharma as an Non-Executive Women Director of the Company w.e.f. 12.10.2020 to the members, in terms of section 149, 152 read with rule 3 of the Companies (Appointment and Qualification of Directors) rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules, made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation 2015”), or any amendment thereto or modification thereof and her appointment shall be subject to retirement by rotation.

Mrs. Geeta Sharma has Post Graduate from Agra University and has possesses experience of 30 years in corporate planning and management strategy.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Geeta Sharma as a Non-Executive Woman Director of the Company. She is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Consent of the members is required for regularization of Mrs. Geeta Sharma in terms of section 149 of the Act, who has appointed Additional Director in the Board Meeting held on 12<sup>th</sup> day of October, 2020, in terms of Section 161(1) of Companies Act, 2013. Requisite notice proposing the appointment of Mrs. Geeta Sharma has been received by the Company, and consent has been filed by Mrs. Geeta Sharma pursuant to section 152 of the Act.

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

The Board recommends this Ordinary Resolution for your approval.

**Item No. 8:**

The Company proposes to advance inter – corporate loans/deposits to the entity/person in whom directors of the company are interested as explained under section 185 of the Companies Act, 2013 for the purpose of meeting their day to day working capital requirements as and when necessary and deemed fit by the board of the company and they are the related parties with respect to the company as define under regulation 2(zb) of SEBI (LODR) Regulations, 2015 which would be 'material' in nature as per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015.



In terms of section 185 of the act, (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018) and Regulation 23 of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, the proposed loan requires the approval of the Members of the Company by way of Ordinary Resolution

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

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

S. No.	Name of the Company	Amount not exceeding(Rs.)	Rate of Interest p.a.	Terms
1.	Yadu sugar Limited	53 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
2.	Rangar Breweries Limited	2 Crore 30 lakh	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
3.	Cosmos Industries Limited	7 Crore	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
4.	Shervani Syndicate Sugar Limited	1 Crore 50 lakh	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
5.	Kunal Beverages Private Limited	50 Lakh	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand
6.	Citybazaar Hub Private Limited	1 Crore 50 lakh	As per the mutually agreed upon time to time subject to provisions of law	Repayable on demand

The Audit Committee of the Company, at its meeting held on 26<sup>th</sup> March, 2021, was pleased to approve the proposed loan, subject to approval of the Board of Directors and fulfilment of other requirements, if any, Further, the Board of Directors' of the company, at its meeting held on 26<sup>th</sup> March, 2021, was pleased to unanimously approve the proposed loan, subject to the approval of the members of the company and other requisite approvals and requirements. If any

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

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

#### Item No. 9:

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and transaction is not arm length basis.

Further, Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Proviso to Section 188 of the Companies Act, 2013 further provides that nothing contained in subsection (1) of Section 188 of the Companies Act, 2013 shall apply to any transactions entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Company with Related Parties as mentioned below are in the ordinary course of business and are at arm's length basis except the transaction with Indian Green Revolution Private Limited which is in the ordinary course of business but not on arm length.

<b>1.</b>	<b>Highlink Investment Pvt. Ltd.</b>	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	He and his relative is the member or director in other Body Corporate who is the shareholders of Highlink Investment Pvt. Ltd.
(c)	Nature of Transactions	sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company has entered into an agreement with respective related parties for trading of sugar and for warehouse/Godown on rent with market prevailing price inclusive of applicable taxes
(e)	Monetary Value	Up to Rs. 50 crores and 96 lacs in aggregate till 31 <sup>st</sup> March, 2022 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
(g)	Any Other information relevant or important for the members to make a decision on proposed transaction	The Transactions are in the Ordinary course of business and in the best interests of the Company.

<b>2.</b>	<b>Indian Green Revolution Private Limited</b>	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	He and his relative is the director/member of the Company
(c)	Nature of Transactions	sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	Material Terms of Contracts/ arrangements/ transactions	The Company has entered into an agreement with respective related party to use their expertise for business promotion, Marketing and Brand Developments of its sugar products at consideration of reasonable discounted price or rebate price with different pack size to capture the major Asian market and to establish its footprint in retail segment and establish its brand amongst the customer.
(e)	Monetary Value	Up to Rs. 80 Crore in aggregate till 31 <sup>st</sup> March, 2022 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
(g)	Any Other information relevant or important for the members to	The transactions are in the Ordinary course of business and in the best interests of the Company.

	make a decision on proposed transaction	
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<b>3.</b>	<b>Tiazo Trade Private Limited</b>	
(a)	Name of Director or Key Managerial Personnel who is related:	Kunal Yadav – Managing Director
(b)	Nature of Relationship	He and his relative is the member of the Company
(c)	Nature of Transactions	Sale, purchase or supply of goods or materials, availing or rendering of services and leasing of property
(d)	Material Terms of Contracts/arrangements/ transactions	The Company has entered into an agreement with respective related parties for Trading of sugar and for warehouse/Godown on rent with market prevailing price inclusive of applicable taxes.
(e)	Monetary Value	Up to Rs. 50 Crore 10 Lakh 20 Thousand in aggregate till 31 <sup>st</sup> March, 2022 for all the transactions.
(f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
(g)	Any Other information relevant or important for the members to make a decision on proposed transaction	The Transactions are in the Ordinary course of business and in the best interests of the Company.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommends the resolution set out at item No. 9 of the notice for the approval of the members in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015.

Except Mr. Kunal Yadav, Managing Director and their relatives, none of the other directors and the Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 9 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

These board is of the opinion that the proposed Related Parties Transactions is in the best interests of the Company, and therefore, recommends the Special Resolution set out in the Notice for the approval of the members.

#### **Item No. 10:**

It is proposed to amend the Articles of Association of the Company to align the same with the Companies Act, 2013.

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on August 31<sup>st</sup>, 2021 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors recommend passing of this resolution by way of a Special Resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no 10.

**Item No. 11:**

The present Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five crore only) divided into 18000000 (One Crore Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each and 70,00,000 (Seventy Lakh only) Preference Shares of Rs. 10/- (Rupees Ten only) each.

Considering the future fund requirements of the Company, the Board of Directors at their Meeting held on 31<sup>st</sup> August, 2021, recommended to increase the present Authorised Share Capital of the company from Rupees 25 Crore to Rupees 40 Crore by creation of additional 1,50,00,000 (One Crore Fifty Lakh only) Equity Shares of Rs. 10/- each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rupees 25 Crore to Rupees 40 Crore.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item No. 11 for the approval of the members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

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

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

**Sd/-  
Anamika Raju  
Company Secretary**

**Place: Mukerian  
Date: 31.08.2021**

**Information about the Directors to be appointed and reappointed at the Annual General Meeting as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:**

<b>Name of the Director</b>	<b>Mr. Jaitender Kumar</b>	<b>Mr. Neeraj Bansal</b>
<b>DIN</b>	08164429	02879371
<b>Date of Birth</b>	07/07/1966	27/07/1975
<b>Age (in Years)</b>	55	46
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment</b>	27/06/2018	12/10/2020
<b>Qualification</b>	Graduation	Chartered Accountant
<b>Board Position held</b>	Non- Executive Director	Independent Director
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Refer Item No. 2 of the Notice	Refer Item No. 5 of the Notice
<b>Remuneration last drawn (including sitting fees, if any)</b>	Refer report on Corporate Governance	Refer report on Corporate Governance
<b>Number of the Meeting of the Board attended during the year</b>	Refer report on Corporate Governance	Refer report on Corporate Governance
<b>Expertise in functional area</b>	Corporate Planning and Management strategy	Finance & Accounts
<b>List of Directorship held in other listed entity</b>	NIL	NIL
<b>Committee positions held in other listed entity</b>	NIL	NIL
<b>Relationship with Directors</b>	None	None
<b>No. of Shares held in Indian Sucrose Limited</b>	NIL	NIL

<b>Name of the Director</b>	<b>Mr. Shriram Agrawal</b>	<b>Mrs. Geeta Sharma</b>
<b>DIN</b>	07147618	08905164
<b>Date of Birth</b>	30/07/1988	15/10/1959
<b>Age (in Years)</b>	33	61
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment</b>	14/12/2020	12/10/2020
<b>Qualification</b>	Chartered Accountant and Master's in commerce	Graduate
<b>Board Position held</b>	Independent Director	Non- Executive Director
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Refer Item No. 6 of the Notice	Refer Item No. 7 of the Notice
<b>Remuneration last drawn (including sitting fees, if any)</b>	Refer report on Corporate Governance	Refer report on Corporate Governance
<b>Number of the Meeting of the Board attended during the year</b>	Refer report on Corporate Governance	Refer report on Corporate Governance
<b>Expertise in functional area</b>	Finance & Accounts	Corporate Planning and Management
<b>List of Directorship held in other listed entity</b>	NIL	NIL
<b>Committee positions held in other listed entity</b>	NIL	NIL
<b>Relationship with Directors</b>	None	None
<b>No. of Shares held in Indian Sucrose Limited</b>	NIL	NIL