



# INDIAN SUCROSE LIMITED

CIN: L15424PB1990PLC010903 / Website: [www.muksug.in](http://www.muksug.in)  
email: [info.isl@yaducorporation.com](mailto:info.isl@yaducorporation.com) / [isl.investor@yaducorporation.com](mailto:isl.investor@yaducorporation.com)



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

Date: 29.12.2025

Ref.: Scrip Code No.: 500319

Dear Sir/ Madam,

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

The Board of Directors at its meeting held on 26<sup>th</sup> December, 2025 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company by way of remote e – voting on the Resolution(s) as set out in the said notice.

Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Regulation 30 of SEBI Listing Regulations, we hereby enclose a copy of Postal Ballot Notice dated December 26, 2025 along with explanatory statement ("Notice") sent to the members, through e-mail to the shareholders of the Company whose e-mail id's are registered with Depositories/Company's Registrar and Share Transfer Agent/ Company as on cut-off date i.e. December 26, 2025 for seeking their approval by way of Postal Ballot through electronic means for the approval of resolutions as set out in Postal Ballot Notice.

The Company has completed dispatch of the said postal Ballot notice on 29<sup>th</sup> December, 2025.

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

1.	Cut-off date for sending of Postal Ballot Notice to shareholders	December 26, 2025
2.	E-voting Commencement date and time	January 02, 2026 at 9.00 a.m. (IST)
3.	E-voting end date and time	January 31, 2026 at 5.00 p.m. (IST)
4.	Scrutinizer Report & Declaration of E-voting Results	On or before February 03, 2026

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

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

Kindly take the above information on your records.

Thanking you,

**For Indian Sucrose Limited**

Anamika Raju  
Company Secretary  
Encl.: As above



Works and Regd. Office: G.T. Road, Mukerian-144211, Distt Hoshiarpur (Punjab)  
Ph.: +91-9115110651/52, +91-9115110505, 9115110663  
Corporate Office: KH NO-24/5- New SEQ No-00039, Samalka Bound Road,  
Vill. Samalka Farm No, 16, South West Delhi, India, 110061; Ph: 9115522522

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

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**POSTAL BALLOT NOTICE**

**[Pursuant to Section 108 and 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>
January 02, 2026 at 9.00 A.M. (IST)	January 31, 2026 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 proposed resolutions and the Explanatory Statement pursuant to the provisions of section 102, 110 of the Act 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, December 26, 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. Dharmendra Kumar Dubey (Membership No. FCS 7898 and COP No.8882), Proprietor of M/s. DK Dubey & Associates, Practicing Company Secretaries as the Scrutinizer for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed. Further, the Company has engaged the services of National Securities Depository Limited ('NSDL') as an agency to provide remote e-voting facility to its members to enable them to cast their votes electronically. The instructions to remote e-voting are appended to this notice.

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

In accordance with the provisions of the MCA Circulars and SEBI Circulars, manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section 'General information and instructions relating to e-voting' in this notice ('Postal Ballot Notice') to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than 5.00 P.M. (IST) on Saturday, January 31, 2026 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, January 31, 2026.

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

#### **SPECIAL BUSINESSES:**

##### **1. APPOINTMENT OF MR. SUDEEP SAXENA (DIN: 09199917) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM JANUARY 31, 2026:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 162 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sudeep Saxena (DIN :09199917), who has submitted his consent to act as such along with a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a special notice in writing pursuant to Section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a consecutive period of five years, effective from January 31, 2026 up to January 30, 2031 (Both days inclusive).”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. Sudeep Saxena (DIN:09199917) be paid such fees and remuneration and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

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

## **2.MATERIAL MODIFICATION IN AN APPROVED MATERIAL RELATED PARTY TRANSACTION(S) 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 applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of 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, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements /

transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Indian Green Revolution Private Limited, Highlink Investment Private Limited & Tiazo Trade Private Limited**, a related party of the Company, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**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 and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its powers) Rules, 2014 and Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and/or any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the Company’s Policy on Related Party Transactions and pursuant to the approval of Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving/ providing loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to the entities as mentioned in explanatory statement being the related parties under the Act and SEBI Listing Regulations and in which the Directors of the Company are interested as per explanation to sub-section 2 of Section 185 of the Act, of an aggregate amount not exceeding Rs. 225 Crores (Rupees Two Hundred and Twenty-Five Crore Only), in its absolute discretion deem beneficial and in the best interest of the Company provided that the said loan transaction(s) shall be carried out at arm’s length basis.

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

**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors/Audit Committee, if

any, in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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

**Date: 26.12.2025**  
**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, December 26, 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, December 26, 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, January 02, 2026, and ends at 5.00 P.M. (IST) on Saturday, January 31, 2026 both days inclusive. During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on the resolutions is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- 9) The Board of Directors of the Company has appointed Mr. Dharmendra Kumar Dubey (Membership No. FCS 7898 and COP

No.8882), Proprietor of M/s. DK Dubey & Associates, Practicing Company Secretaries as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and the required consent for such appointment has been received.

- 10) The Scrutinizer shall, after the conclusion of the remote e-voting on Saturday, January 31, 2026, 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, January 31, 2026, 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?**

*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

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 “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>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</li></ol>

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.

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

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

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	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 & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on

	login & New System Myeasi Tab and then click on registration option.  4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

**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
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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 (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in	16 Digit Beneficiary ID For example if your Beneficiary ID is

demat account with CDSL.	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-voting will open.

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

### **How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.

3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option

available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and 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, Assistant Vice President, 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.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [Isl.investor@yaducorporation.com](mailto:Isl.investor@yaducorporation.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [Isl.investor@yaducorporation.com](mailto:Isl.investor@yaducorporation.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-

voting by providing above mentioned documents.

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

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

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

**ITEM NO. 01**

The Company has received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Sudeep Saxena (DIN:09199917) for the office of Independent Director of the Company.

Mr. Sudeep Saxena (aged 61 years) is an accomplished professional with extensive experience in banking, corporate governance, legal compliance, and capital markets. A graduate in Mathematics (B.Sc.) and Law (LLB) from the University of Delhi, he began his career as a Probationary Officer in the State Bank Group (State Bank of Patiala) in 1988. He subsequently earned the CAIIB certification, along with professional accreditations from NIBM (Credit) and Factors Chain International (FCI), Amsterdam, specializing in export-import financing. He also holds a National Diploma in Computer Software from the Computer



Maintenance Corporation, Government of India.

Mr. Saxena currently serves as an Independent Director on the boards of:

1. Transworld Furtichem Ltd.
2. Blue Phosphate Ltd.
3. A B Hotels Ltd.
4. Badhoi Hotels Pvt. Ltd.
5. Weltermen International Ltd.

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

The Company has also received:

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

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

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

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Sudeep Saxena possesses the requisite skills, experience and knowledge

relevant to the Company's business and it would be of immense benefit to the Company to appoint him as an Independent Director of the Company not liable to retire by rotation for a period of five years, effective from January 31, 2026 up to January 30, 2031 and has recommended the Special Resolution at Item No. 1 of this Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Sudeep Saxena is directly or indirectly concerned or interested, financially or otherwise, except to the extent respective shareholding, if any, in the company, in the resolution set out in item no.1 of the Notice.

The Board recommends the Special Resolution set out in the item No. 1 of this notice for approval of the members.

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 The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

During the financial year 2025-26, the Company, proposes to enter into certain related party transaction(s) with various related parties as mentioned in item no. 2, details of which are given in the explanatory statement, on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable 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, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company comprising solely of the Independent Directors have, based on relevant details provided by the management, reviewed and approved the said transaction(s) and material modifications thereto, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance

with Related Party Transactions Policy of the Company.

he 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>Indian Green Revolution Pvt. Ltd.</b>	
<b>(a)</b>	<b>Name of Director or Key Managerial Personnel who is related:</b>	Mr. Kunal Yadav – Director
<b>(b)</b>	<b>Nature of Relationship</b>	Indian Green Revolution Private Limited is a Company in which immediate relative of the Managing Director is Director
<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 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.
<b>(e)</b>	<b>Value of the proposed transaction and % of Company's audited consolidated turnover of FY 2024-2025 and duration/tenure of the proposed transaction</b>	INR 20 crores in addition to already approved limit of INR 180 Crores (Total of INR 200 Crores) for the FY 2025-26 through Postal Ballot Results Dated 28.04.2025. Value of Proposed transaction is 36.65% of company's audited Standalone turnover of FY 2024-2025.
<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>	Not Applicable
<b>(g)</b>	<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.
<b>(h)</b>	<b>Copy of the valuation or other external party report,</b>	Not Applicable

	<b>if any such report has been relied 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>Highlink Investment Pvt. Ltd.</b>	
(a)	<b>Type, material terms, and particulars of proposed transaction</b>	Giving of loan for an amount not exceeding INR 12,500.00 Lakhs on arm's length basis, Addition of 2500 Lakhs to already Approved Limit of 10,000 Lakhs through Postal Ballot Results Dated 28.04.2025.
(b)	<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.
(c)	<b>Tenure of proposed transaction</b>	Upto 31 <sup>st</sup> March, 2026
(d)	<b>Value of proposed transaction</b>	Not exceeding INR 12,500.00 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>	INR 25 crores in addition to already approved limit of INR 100 Crores (Total of INR 125 Crores) for the FY 2025-26 through Postal Ballot Results Dated 28.04.2025. Value of Proposed transaction is 22.91% of company's audited Standalone turnover of FY 2024-2025.
(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>	
(i)	<b>details of the source of funds in connection with the proposed transaction</b>	The Company shall infuse the funds from its internal accruals
(ii)	<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
(iii)	<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.
(iv)	<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 12,500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category
(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.



<b>3.</b>	<b>Tiazo Trade Private Limited.</b>	
<b>(a)</b>	<b>Name of Director or Key Managerial Personnel who is related:</b>	Mr. Kunal Yadav – Director
<b>(b)</b>	<b>Nature of Relationship</b>	Tiazo Trade Private Limited is a company in which the Managing Director and his relative is a Member.
<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>	INR 20 crores in addition to already approved limit of Rs INR 55 Crores (Total of INR 75 Crores) for the FY 2025-26 through Postal Ballot Results Dated 28.04.2025. Value of Proposed transaction is 13.74% of company's audited Standalone turnover of FY 2024-2025.
<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. 2
<b>(g)</b>	<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.
<b>(h)</b>	<b>Copy of the valuation or other external party report, if any such report has been relied upon.</b>	Not Applicable
<b>(i)</b>	<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.

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.

### ITEM No.3

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

The Company extends support to its related entities/person, in which any of the Directors of the Company is interested or deemed to be interested, for their principal business activities and other allied

activities and the matters connected thereto, from time to time, subject to availability of surplus funds and for the interest of the company. Hence in compliance of section 185 of the Act, the company has obtained approval of its members by way the Special Resolution Through Postal Ballot Results Dated 28.04.2025 for granting of Loan to its related entities/person in which any of the Directors of the company is interested or deemed to be interested upto an aggregate amount not exceeding Rs. 225 Crores outstanding at any point of time, for the Financial Year 2025-26.

Further, in view of the business prospects of its related entities/person in which any of the directors of the company is interested or deemed to be interested, the board of directors (the "Board") of the Company, at their meeting held on February 20, 2025 and based on the approval of audit committee, re – assessed the requirements for giving loan(s) to its related entities/person, in which any of the directors of the company is interested or deemed to be interested, for their principal business activities and other allied activities and the matters connected thereto and accordingly, the Board recommends revision in the limits of said loan from Rs. 155 Crores (Rupees One Hundred and Fifty-five Crore only) to Rs. 225 Crores (Rupees Two Hundred Twenty-five Crore only) to High Link Investment Private Limited, Tiazo Trade Private Limited, Shervani Sugar Syndicate Limited & Highway King Transportation Private Limited in one or more tranches, outstanding at any point of time and to obtain the approval of the members, in this regard, by way of the Special Resolution set out in the notice of Postal Ballot.

It is proposed to give/ provide loan(s) including loan(s) represented by way of Book Debt to High Link Investment Private Limited, Tiazo Trade Private Limited, Shervani Sugar Syndicate Limited & Highway King Transportation Private Limited wherein the directors of the Company are interested as per explanation to Section 185(2)(b) of the Act for their principal business activities and other matters connected and incidental thereto. Also, considering the threshold of 10% of consolidated turnover of the Company as on March 31, 2025 for determining "materiality", the proposed transaction(s) will also require approval of members under Regulation 23(4) of SEBI Listing Regulations.

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

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

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

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

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

Sr. No.	Name of the Related party	*Value of the Proposed indebtedness for the FY 2025-2026 (Proposed in Postal Ballot) (Rs. in Lakhs)	Value of the Proposed indebtedness for the FY 2024-2025 (Previous Year) (Rs. in Lakhs)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction
1.	High Link Investment Private Limited	12500.00	16000.00	The financial assistance would be unsecured with repayment as may be determined in the loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement but not less than the prevailing yield Govt. rate. All such transactions are in accordance with the appropriate loan agreement as per prevailing market norms.	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.
2.	Tiazo Trade Private Limited	5000.00	3500.00		
3	Shervani Sugar Syndicate Limited	2500.00	1000.00		
4	Highway King Transportation Private Limited	2500.00	0.00		

\*The aforesaid proposed indebtedness Limits are in addition to the indebtedness limits which was approved by the members through Postal Ballot Results Dated 28.04.2025.



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:

Sr. No.	Particulars	Resolution at Item No. 3	
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 12,500.00 Lakhs on arm's length basis	Giving of loan for an amount not exceeding INR 5000.00 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 12,500.00 Lakhs	Not exceeding INR 5000.00 Lakhs
e.	<b>Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2024-25, that is represented by the value of the proposed RPT</b>	The said transaction is 22.91% of the Company's Audited Standalone turnover of F.Y. 2024-25.	The said transaction is 9.16% of the Company's Audited Standalone turnover of F.Y. 2024-25
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

	including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	not exceeding INR 12,500.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category.	exceeding INR 5000.00 Lakhs on arm's length basis. The above loan facilities are under unsecured category.
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The financial assistance would be utilized by the borrowing entities for its business purposes including expansion, working capital requirements and other business and financial requirements.	
e.	Any other information that may be relevant	All relevant information forms part of the Explanatory Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013	

Sr. No.	Particulars	Resolution at Item No. 3	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the Related Party and Nature of Relationship	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.	Servani 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 2500.00 Lakhs on arm's length basis	Giving of loan of not exceeding INR 2500.00 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 2500.00 Lakhs	Not exceeding INR 2500.00 Lakhs
e.	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2024-25, that is represented by the value of the proposed RPT	The said transaction is 4.58 % of the Company's Audited Standalone turnover of F.Y. 2024-25	The said transaction is 4.58 % of the Company's Audited Standalone turnover of F.Y. 2024-25
f.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPTs will help the Company in achieving synergies and economies of scale. Further, the proposed RPT's will be in the best interest of the members.	
g.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable	Not Applicable
2.	Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary		
a.	details of the source of funds in connection with the proposed transaction	The Company shall infuse the funds from its internal accruals.	

<b>b.</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
<b>c.</b>	<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 2500.00 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
<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>3.</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	

Except Mr. Kunal Yadav, Managing Director and their relatives, none of the other directors and the Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

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

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

**Date: 26.12.2025**  
**Place: New Delhi**

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



Information about the Directors to be appointed and reappointed as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable:

Name of the Director	Mr. Sudeep Saxena																						
DIN	09199917																						
Date of Birth	17/10/1964																						
Age (in Years)	61																						
Nationality	Indian																						
Date of Appointment	31.01.2026 (subject to members approval through postal ballot)																						
Qualification	A Graduate in Mathematics (B.sc) and Law (LLB) from the University of Delhi.																						
Brief Profile	Mr. Sudeep Saxena (aged 61 years) is an accomplished professional with extensive experience in banking, corporate governance, legal compliance, and capital markets. A graduate in Mathematics (B.Sc.) and Law (LLB) from the University of Delhi, he began his career as a Probationary Officer in the State Bank Group (State Bank of Patiala) in 1988. He subsequently earned the CAIIB certification, along with professional accreditations from NIBM (Credit) and Factors Chain International (FCI), Amsterdam, specializing in export-import financing. He also holds a National Diploma in Computer Software from the Computer Maintenance Corporation, Government of India.																						
Board Position held	Non - Executive Independent Director																						
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Non-executive Independent Director, not liable to retire by rotation for a Consecutive period of 5 Years, effective from January 31, 2026 to January 30, 2031																						
Remuneration last drawn (including sitting fees, if any)	NIL																						
Remuneration Proposed to be paid	Sitting fees as decided by the Board time to time within the ceiling prescribed by the Act.																						
Number of the Meeting of the Board attended during the year	NIL																						
Expertise in functional area	He has specializing in export-import financing. He also holds a National Diploma in Computer Software from the Computer Maintenance Corporation, Government of India. Further he has also supervised a number of IPOs in recent times.																						
List of Directorship in other Companies as on the date of this notice	<div> <div>i) Listed company</div> <div>One Company</div> <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Name</th><th>Date of Appointment</th></tr> </thead> <tbody> <tr> <td>1.</td><td>WELTERMAN INTERNATIONAL LIMITED</td><td>25/07/2025</td></tr> </tbody> </table> </div> <div> <div>ii) Others (excluding foreign, private and section 8 Companies)</div> <div>Four Companies</div> <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Name</th><th>Date of Appointment</th></tr> </thead> <tbody> <tr> <td>1.</td><td>A B HOTELS LIMITED</td><td>16/01/2025</td></tr> <tr> <td>2.</td><td>BHADOHI HOTELS LIMITED</td><td>16/01/2025</td></tr> <tr> <td>3.</td><td>TRANSWORLD FURTICHEM LIMITED</td><td>01/08/2024</td></tr> <tr> <td>4.</td><td>BLUE PHOSPHATE LIMITED</td><td>01/08/2024</td></tr> </tbody> </table> </div>		Sr. No.	Name	Date of Appointment	1.	WELTERMAN INTERNATIONAL LIMITED	25/07/2025	Sr. No.	Name	Date of Appointment	1.	A B HOTELS LIMITED	16/01/2025	2.	BHADOHI HOTELS LIMITED	16/01/2025	3.	TRANSWORLD FURTICHEM LIMITED	01/08/2024	4.	BLUE PHOSPHATE LIMITED	01/08/2024
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*Membership/Chairmanship of Committees of other Companies as on the date of																							

this notice ( including only Audit Committee and Stakeholder Relationship Committee)	2
Listed entities from which the person has resigned in the past three years	None
Relationship with other directors inter-se and Key Managerial Personnel	None
No. of Shares held in the Company or on behalf of any other person on beneficial basis	NIL