



Prudential Sugar Corporation Limited

Regd. Office : "Akash Ganga" Plot No. 144, Srinagar Colony, Hyderabad - 500 073. T.S. INDIA
Tel : +91-40-67334412, Fax : +91-40-67334433 | Email : pscl.secretarial@gmail.com | www.prudentialsugar.com
CIN : L15432TG1990PLC032731

Ref: PSCL/SE/2024-25/Jan -

Date: 30/01/2025

To
Asst Vice President,
**National Stock Exchange of India
Limited**
Exchange Plaza Block G, C 1,
Bandra Kurla Complex, G Block,
Bandra East,
Mumbai - 400051.
Maharashtra State, India.
Script Code: PRUDMOULI

Dear Sir/Madam,

Sub: Clarification regarding non-submission of EGM Notice.

With reference to your email dated 29.01.2025 seeking clarification regarding non-submission of Notice of EGM, we would like to submit that we missed to upload the said notice by sheer oversight and was not deliberate nor intentional on the part of the company, as the company has the practice of submission of such documents to exchange promptly.

However, this was a human error that by oversight the document could not be uploaded and as such, we would request that this lapse on the part of the company, may please be taken as not intentional and condone the lapse.

However, as required, in compliance with regulation 30(2) read with 36(2)(ii) and Clause 12 of Para A of SEBI (LODR) regulations 2015, we herewith re-submit the said EGM Notice with a request to take the same on record.

We take this opportunity to reassure the exchange that in future, we will ensure such lapses will not occur.

Thanking you,

Yours Truly,
For Prudential Sugar Corporation Limited


Authorised Signatory

Encl.: as above





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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Prudential Sugar Corporation Limited ("the Company") will be held on Friday, October 18, 2024, at 12:30 P.M. through Video Conferencing / Other Audio-Visual Means to transact the following business:

SPECIAL BUSINESS

1. Adoption of Amended Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and reenactment thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and subject to such other necessary statutory approvals and modifications if any, on the recommendation of Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to adopt amended Memorandum of Association ("MOA") of the Company in place of the existing MOA with the following specific changes as provided below:

1. The existing 'Clause III A' containing the Main Objects be and hereby deleted and replaced by new 'Clause III A' detailing the existing principal business activities of the Company.
2. The existing 'Clause III B' i.e., "Objects Incidental or Ancillary to the attainment of Main Objects" containing sub-clause no. 1 to 37 be and are hereby deleted and replaced by new 'Clause III B' i.e., "Matters which are necessary for furtherance of the Objects" specified under 'Clause III A'.
3. The existing 'Clause III C' containing the "Other Objects" sub clause No. 1 to 20 be and hereby stand deleted in full.
4. The existing 'Clause IV' i.e., 'The Liability of the members is limited' be and hereby stand deleted and replaced by new 'Clause IV' as under:
'The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them'.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof and any person authorised by the Board in this behalf) 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 the aforesaid resolutions and in connection with any matter incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board."

2. Adoption of New Set of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provision of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or reenactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and subject to such other necessary statutory approvals and modifications if any, on the recommendation of Board of Directors of the Company, the



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approval of the members of the Company be and is hereby accorded to adopt new set of Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, (which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof and any person authorised by the Board in this behalf) 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.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board."

3. Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the companies Act' 2013 read with Companies (Prospectus and Allotment of securities) Rules, 2014 and the Companies (Share capital and Debentures) Rules, 2014 and such others relevant rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the enabling provisions the Memorandum and Articles of Association of the company, provisions of the uniform listing agreement entered into by the Company with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed (collectively referred to as "Stock Exchanges"), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"),and rules and regulations framed thereunder as in force, the guidelines, rules and regulations of the Security and Exchange Board of India ("SEBI"), as amended including the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI (Issue of capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") and SEBI (Substantial acquisition of Shares and Takeover) Regulations 2011, ("SEBI SAST Regulations") each as amended from time to time and as in force and subject to any other applicable rules, regulations, guidelines, notifications' circulars and clarifications issued thereon by the Government of India, Ministry of Corporate Affairs, Reserve Bank India, Securities and Exchange Board of India ("SEBI"), the Stock Exchanges and/or any other statutory / regulatory authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such requisite approvals, consents, permissions and/or sanctions of Applicable Regulatory Authorities, as may be required and subject to such conditions and modification as may be imposed or prescribed by any of them, while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to and accepted by the Board of Directors of the company ("Board" which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, upto 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of the Company of face value of Rs. 10/- each fully paid ("the Equity Shares") at a price of Rs. 35/- (Rupees Thirty-Five Only), (including a premium of Rs. 25/- (Rupees Twenty-Five Only) per equity share) (hereinafter referred to as the "Issue Price"), which is not less than the floor price as on the Relevant Date, determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, aggregating upto Rs. 43,75,00,000/- (Rupees Forty-Three Crores Seventy-Five Lakhs Only) on a preferential basis, for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit to the following person(s) belonging to the non-promoter category (hereinafter referred to as "Proposed Allottees").



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Sr. No.	Name of the proposed Allottee	No of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1.	Sunil Kumar Bhutra HUF	2,00,000	Non - Promoter	Non-QIB
2.	Choice Strategic Advisors LLP	5,00,000	Non - Promoter	Non-QIB
3.	Gream Traders & Exporters Pvt. Ltd.	5,00,000	Non - Promoter	Non-QIB
4.	Ranital Investments Pvt. Ltd.	5,00,000	Non - Promoter	Non-QIB
5.	Suman Jain	1,50,000	Non - Promoter	Non-QIB
6.	Padma Jain	1,00,000	Non - Promoter	Non-QIB
7.	Hemlata Dugar	1,00,000	Non - Promoter	Non-QIB
8.	Saurabh Dugar	2,00,000	Non - Promoter	Non-QIB
9.	Shalin & Rohit Enterprises LLP	4,50,000	Non - Promoter	Non-QIB
10.	Giriraj Stock Broking Private Limited	7,00,000	Non - Promoter	Non-QIB
11.	Prity Surana	1,00,000	Non - Promoter	Non-QIB
12.	Chanda Devi Surana	1,00,000	Non - Promoter	Non-QIB
13.	Bhanwar Lal Chandak	2,50,000	Non - Promoter	Non-QIB
14.	Bindal Finvest Pvt. Ltd.	1,00,000	Non - Promoter	Non-QIB
15.	Harsh Manot HUF	50,000	Non - Promoter	Non-QIB
16.	Rohit Manot HUF	50,000	Non - Promoter	Non-QIB
17.	Narantak Dealcomm Ltd.	20,00,000	Non - Promoter	Non-QIB
18.	Sumitra Devi Agarwal	20,00,000	Non - Promoter	Non-QIB
19.	Subham Buildwell Pvt. Ltd.	10,00,000	Non - Promoter	Non-QIB
20.	Shri Bhagwan Losalka HUF	1,50,000	Non - Promoter	Non-QIB
21.	Mr Ankit Bhansali	1,25,000	Non - Promoter	Non-QIB
22.	Skoll Merchandise Pvt. Ltd.	1,00,000	Non - Promoter	Non-QIB
23.	AV Finvest Unicorn Pvt. Ltd.	50,000	Non - Promoter	Non-QIB
24.	Vidhan Rasiwasia	1,00,000	Non - Promoter	Non-QIB
25.	Vikash Musaddi HUF	50,000	Non - Promoter	Non-QIB
26.	Sarla Lohia	70,000	Non - Promoter	Non-QIB
27.	Vimla Shah	50,000	Non - Promoter	Non-QIB
28.	Dipak Anchalia	50,000	Non - Promoter	Non-QIB
29.	Singhi Finance Pvt. Ltd.	50,000	Non - Promoter	Non-QIB
30.	Saroj Devi Agarwal	1,00,000	Non - Promoter	Non-QIB
31.	Pankaj Khemka HUF	50,000	Non - Promoter	Non-QIB
32.	Anupreksha Jain	1,00,000	Non - Promoter	Non-QIB
33.	Pragya Bothra	50,000	Non - Promoter	Non-QIB
34.	Padam Chand Sanyam Kumar Bothra HUF	1,50,000	Non - Promoter	Non-QIB
35.	Dipti Bothra	50,000	Non - Promoter	Non-QIB
36.	Surendra Kumar Dugar HUF	1,00,000	Non - Promoter	Non-QIB
37.	Vinita Dugar	50,000	Non - Promoter	Non-QIB
38.	Rishabh Dugar	50,000	Non - Promoter	Non-QIB
39.	Rishabh Dugar HUF	50,000	Non - Promoter	Non-QIB
40.	Richika Dugar	1,00,000	Non - Promoter	Non-QIB
41.	Saloni Dugar	50,000	Non - Promoter	Non-QIB
42.	Sanyam Dugar	1,00,000	Non - Promoter	Non-QIB
43.	Tulsi Kumar Dugar HUF	2,00,000	Non - Promoter	Non-QIB
44.	Pratibha Dugar	1,50,000	Non - Promoter	Non-QIB
45.	Diksha Dugar	50,000	Non - Promoter	Non-QIB
46.	Anant Dugar	50,000	Non - Promoter	Non-QIB
47.	Megha Dugar	50,000	Non - Promoter	Non-QIB
48.	Kamal Kumar Dugar HUF	2,00,000	Non - Promoter	Non-QIB



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49.	Madhu Dugar	1,00,000	Non - Promoter	Non-QIB
50.	Preksha Dugar	1,50,000	Non - Promoter	Non-QIB
51.	Rachita Dugar	50,000	Non - Promoter	Non-QIB
52.	Neha Rudra	25,000	Non - Promoter	Non-QIB
53.	Nidhi Jain	50,000	Non - Promoter	Non-QIB
54.	Ankit Saraf	50,000	Non - Promoter	Non-QIB
55.	Saraogi Viniyog Pvt. Ltd.	50,000	Non - Promoter	Non-QIB
56.	Akshat Commercial LLP	50,000	Non - Promoter	Non-QIB
57.	Gautam Biyani	50,000	Non - Promoter	Non-QIB
58.	Mindspright Technologies Pvt. Ltd.	1,00,000	Non - Promoter	Non-QIB
59.	Rashmi Jain	50,000	Non - Promoter	Non-QIB
60.	Jyoti Jain	1,00,000	Non - Promoter	Non-QIB
61.	Amarjit Banthia HUF	1,30,000	Non - Promoter	Non-QIB
	Total	1,25,00,000		

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company is determined to be Wednesday, September 18, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting. to approve this offer.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to the proposed allottees under the Preferential Issue shall be subject to following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

The Equity Shares to be issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company;

- (i) The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- (ii) The price of each equity share will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date and in compliance with the provisions of Companies Act, 2013 and Rules made thereunder;
- (iii) Subject to the provisions of Regulation 170 of the ICDR Regulations, the Equity Shares shall be allotted by the Company to the Investor within a period of 15 days from the date of passing of the shareholders’ resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchange or other relevant authorities;
- (iv) Equity Shares to be issued and allotted shall be subject to lock in as provided under Regulation 167 of the SEBI (ICDR) Regulations;
- (v) The Subscription Shares so offered, issued and allotted will be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable;
- (vi) The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initiated by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares.”



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"RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Radhaballav Mandal, Practicing Company Secretary, of RBM & Associates, (M. No.: 8182; CP No.: 20376) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013."

"RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company and/or Key Management Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Subscription Shares, listing of the Subscription Shares on the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Subscription Shares, utilization of issue proceeds, signing all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

"RESOLVED FURTHER THATfor the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THATfor the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, whether existing or to be constituted, any other director(s), and/or officer(s) of the Company."

**By Order of the Board of Directors
For Prudential Sugar Corporation Limited**

Sd/-

Vinod Baid

Chairman

DIN: 00010142

Date: 24th September, 2024

Place: Hyderabad



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NOTES:

1. Pursuant to the General Circular No 09/2023 dated 25/09/2023 and 20/2020 dated 05/05/2020 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07/10/2023 issued by Security and Exchange Board of India and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars") in this regard, companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the said Circulars, the EGM of the Company is being held through VC/OAVM. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
2. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad-500073, Telangana., which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 EGM. 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 EGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.prudentialsugar.com.

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. The Company has appointed M/S Ms. Ekta Goswami (M.No.A40567), Practising Company Secretary , as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

The remote e-voting period begins on Tuesday, October 15, 2024 at 09:00 A.M. and ends on Thursday, October 17,2024 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-offdate) i.e. Friday, October 11, 2024, 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 Friday, October 11, 2024.

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 3 & 4 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the EGM as required under Regulation 36(3) and 36(5) of the SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 EGM/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



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agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.prudentialsugar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- EGM/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, 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 AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, October 15, 2024 at 09:00 A.M. and ends on Thursday, October 17, 2024 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. Friday, October 11, 2024, 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 Friday, October 11, 2024.

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:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at



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	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">3. 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. 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 or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 & voting during the meeting.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**[Forgot User Details/Password?](#)**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**[Physical User Reset Password?](#)**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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?

- a. 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.
- b. 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".
- c. Now you are ready for e-Voting as the Voting page opens.
- d. 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.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders



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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 ektagoswami37@gmail.com with a copy marked to evoting@nsdl.co.in. 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 11.10.2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 11.10.2024 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to pscl.secretarial@gmail.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 pscl.secretarial@gmail.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 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 EGM/AGM is same as the instructions mentioned above for remote e-voting.



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2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/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 EGM/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 "**Join General meeting**" 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 pscl.secretarial@gmail.com latest by 05:00 p.m. (IST) on Thursday, 17th day of October, 2024.
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 at pscl.secretarial@gmail.com latest by 05:00 p.m. (IST) on Thursday, 17th day of October, 2024. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.



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

Item No. 1

The existing Memorandum of Association ('MOA') of the Company is based on erstwhile Companies Act, 1956. The alteration of MOA is necessary to align the existing MOA with Companies Act 2013 ('Act'). The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. Further, the revision in the main objects of the company will provide a detailed description of the company's business activities for enhanced clarity along with the flexibility to undertake any future business activity as mentioned in the objects.

The Board of Directors at its Meeting held on September 24, 2024, has approved the adoption of amended MOA of the Company, subject to approval of the members of the Company and other necessary approval in this regard.

A copy of the proposed set of new MOA would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection at the EGM.

In terms of Section 4 and 13 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the adoption of new set of MOA of the Company.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested (financially or otherwise), in the proposed resolution set out in item No. 1. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No.1 of this Notice, for approval by the Members by way of Special Resolution.

Item 2

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "New Act").

In order to bring the existing AOA of the Company in line with the provisions of the New Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of AOA of the Company (New Articles) in substitution of and to the entire exclusion of the existing Article of Association of the Company.

The Board of Directors at its Meeting held on September 24, 2024, has approved the adoption of New Articles of the Company, subject to approval of the members of the Company and other necessary approval (if any) in this regard.

A copy of the proposed set of New AOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection at the EGM.

In terms of Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the adoption of New AOA of the Company.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 2. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.



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The Board recommends passing of the Resolution set out in Item No. 2, for approval by the Members by way of Special Resolution.

Item No. 3

To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on September 24, 2024, had considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to non-promoter as mentioned in the resolution No.3.

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue equity shares ("Equity Shares") to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the Preferential Issue required in terms of Regulation 163 of the SEBI ICDR Regulations and the applicable provisions of the Companies Act are as follows:

1.Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company ("Board") at their meeting held on September 24, 2024, approved raising of funds aggregating upto Rs. 43,75,00,000/- (Rupees Forty-Three Crores Seventy-Five Lakhs Only) by way of issuance of upto 1,25,00,000 (Once Crore Twenty FiveLakhs) Equity shares of the Face Value of Rs 10/- each at an Issue price of Rs. 35/- (including premium of Rs 25/-) per share for cash, aggregating upto Rs. 43,75,00,000/- on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws to following persons/entities belonging to non-promoter category:

Sr. No.	Name of the proposed Allottee	Category	Equity shares proposed to be issued
1.	Sunil Kumar Bhutra HUF	Non-Promoter	2,00,000
2.	Choice Strategic Advisors LLP	Non-Promoter	5,00,000
3.	Gream Traders & Exporters Pvt. Ltd.	Non-Promoter	5,00,000
4.	Ranital Investments Pvt. Ltd.	Non-Promoter	5,00,000
5.	Suman Jain	Non-Promoter	1,50,000
6.	Padma Jain	Non-Promoter	1,00,000
7.	Hemlata Dugar	Non-Promoter	1,00,000
8.	Saurabh Dugar	Non-Promoter	2,00,000
9.	Shalin & Rohit Enterprises LLP	Non-Promoter	4,50,000
10.	Giriraj Stock Broking Private Limited	Non-Promoter	7,00,000
11.	Prity Surana	Non-Promoter	1,00,000
12.	Chanda Devi Surana	Non-Promoter	1,00,000
13.	Bhanwar Lal Chandak	Non-Promoter	2,50,000
14.	Bindal FinvestPvt. Ltd.	Non-Promoter	1,00,000
15.	Harsh Manot HUF	Non-Promoter	50,000
16.	Rohit Manot HUF	Non-Promoter	50,000
17.	NarantakDealcomm Ltd.	Non-Promoter	20,00,000



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18.	Sumitra Devi Agarwal	Non-Promoter	20,00,000
19.	Subham BuildwellPvt. Ltd.	Non-Promoter	10,00,000
20.	Shri Bhagwan Losalka HUF	Non-Promoter	1,50,000
21.	Mr Ankit Bhansali	Non-Promoter	1,25,000
22.	Skoll Merchandise Pvt. Ltd.	Non-Promoter	1,00,000
23.	AV Finvest Unicorn Pvt. Ltd.	Non-Promoter	50,000
24.	Vidhan Rasiwasia	Non-Promoter	1,00,000
25.	Vikash Musaddi HUF	Non-Promoter	50,000
26.	Sarla Lohia	Non-Promoter	70,000
27.	Vimla Shah	Non-Promoter	50,000
28.	Dipak Anchalia	Non-Promoter	50,000
29.	Singhi Finance Pvt. Ltd.	Non-Promoter	50,000
30.	Saroj Devi Agarwal	Non-Promoter	1,00,000
31.	Pankaj Khemka HUF	Non-Promoter	50,000
32.	Anupreksha Jain	Non-Promoter	1,00,000
33.	Pragya Bothra	Non-Promoter	50,000
34.	Padam Chand Sanyam Kumar Bothra HUF	Non-Promoter	1,50,000
35.	Dipti Bothra	Non-Promoter	50,000
36.	Surendra Kumar Dugar HUF	Non-Promoter	1,00,000
37.	Vinita Dugar	Non-Promoter	50,000
38.	Rishabh Dugar	Non-Promoter	50,000
39.	Rishabh Dugar HUF	Non-Promoter	50,000
40.	Richika Dugar	Non-Promoter	1,00,000
41.	Saloni Dugar	Non-Promoter	50,000
42.	Sanyam Dugar	Non-Promoter	1,00,000
43.	Tulsi Kumar Dugar HUF	Non-Promoter	2,00,000
44.	Pratibha Dugar	Non-Promoter	1,50,000
45.	Diksha Dugar	Non-Promoter	50,000
46.	Anant Dugar	Non-Promoter	50,000
47.	Megha Dugar	Non-Promoter	50,000
48.	Kamal Kumar Dugar HUF	Non-Promoter	2,00,000
49.	Madhu Dugar	Non-Promoter	1,00,000
50.	Preksha Dugar	Non-Promoter	1,50,000
51.	Rachita Dugar	Non-Promoter	50,000
52.	Neha Rudra	Non-Promoter	25,000
53.	Nidhi Jain	Non-Promoter	50,000
54.	Ankit Saraf	Non-Promoter	50,000
55.	Saraogi ViniyogPvt. Ltd.	Non-Promoter	50,000
56.	Akshat Commercial LLP	Non-Promoter	50,000
57.	Gautam Biyani	Non-Promoter	50,000
58.	Mindspright Technologies Pvt. Ltd.	Non-Promoter	1,00,000
59.	Rashmi Jain	Non-Promoter	50,000
60.	Jyoti Jain	Non-Promoter	1,00,000
61.	Amarjit Banthia HUF	Non-Promoter	1,30,000
	Total		1,25,00,000

2. Objects of the Issue

To raise further capital in order to meet the funding requirement for business growth which includes investments which may be in subsidiaries and other investment / acquisition opportunities, exploring new initiatives into diverse areas of business, capital expenditure, working capital, and other general corporate purposes.



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3.Amount which the Company intends to raise by way of such equity shares

An amount upto a maximum of Rs. 43,75,00,000/- (Forty-Three Crore Seventy- Five Lakhs only).

4.Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel or Senior Management intend to subscribe to the Preferential Issue of equity shares.

5.Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of equity shares is determined to be Wednesday, September 18, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and class:

Sr. No.	Name of the Investor	Natural persons who are ultimate beneficial owner	Class of Investor (both pre-issue and post issue)
1.	Sunil Kumar Bhutra HUF	Karta – Sunil Kumar Bhutra Co-Parceners: 1.Abhisek S Bhutra 2.Sourav Bhutra	Non - Promoter
2.	Choice Strategic Advisors LLP	Partners: 1. Arunkumar Poddar 2. Kamal Poddar	Non - Promoter
3.	Gream Traders & Exporters Pvt. Ltd.	Company	Non - Promoter
4.	Ranital Investments Pvt. Ltd.	Company	Non - Promoter
5.	Suman Jain	Individual	Non - Promoter
6.	Padma Jain	Individual	Non - Promoter
7.	Hemlata Dugar	Individual	Non - Promoter
8.	Saurabh Dugar	Individual	Non - Promoter
9.	Shalin & Rohit Enterprises LLP	Partners: 1. Mahendra G Jain 2. Rohit Aniel Malik 3. Rajendra G Jain	Non - Promoter
10.	Giriraj Stock Broking Private Limited	Company	Non - Promoter
11.	Prity Surana	Individual	Non - Promoter
12.	Chanda Devi Surana	Individual	Non - Promoter
13.	Bhanwar Lal Chandak	Individual	Non - Promoter
14.	Bindal Finvest Pvt. Ltd.	Company	Non - Promoter
15.	Harsh Manot HUF	Karta – Harsh Manot Co-Parceners: 1.Siddhant Manot 2Hitaansh Manot	Non - Promoter
16.	Rohit Manot HUF	Karta – Rohit Manot Co-Parceners: 1.Uupsham Manot	Non - Promoter



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		2.Udit Manot 3.Lavannya Manot	
17.	Narantak Dealcomm Ltd.	Company	Non - Promoter
18.	Sumitra Devi Agarwal	Individual	Non - Promoter
19.	Subham Buildwell Pvt. Ltd.	Company	Non - Promoter
20.	Shri Bhagwan Losalka HUF	Karta – Rajesh Agarwal Co-Parceners: 1.Meghha Khemka	Non - Promoter
21.	Mr Ankit Bhansali	Individual	Non - Promoter
22.	Skoll Merchandise Pvt. Ltd.	Company	Non - Promoter
23.	AV Finvest Unicorn Pvt. Ltd.	Company	Non - Promoter
24.	Vidhan Rasiwasia	Individual	Non - Promoter
25.	Vikash Musaddi HUF	Karta – Vikash Musaddi Co-Parceners: 1.Ishanvi Musaddi 2.Ishith Musaddi	Non - Promoter
26.	Sarla Lohia	Individual	Non - Promoter
27.	Vimla Shah	Individual	Non - Promoter
28.	Dipak Anchalia	Individual	Non - Promoter
29.	Singhi Finance Pvt. Ltd.	Company	Non - Promoter
30.	Saroj Devi Agarwal	Individual	Non - Promoter
31.	Pankaj Khemka HUF	Karta – Pankaj Khemka Co-Parceners: 1. Sanchit Khemka 2. Nishit Khemka	Non - Promoter
32.	Anupreksha Jain	Individual	Non - Promoter
33.	Pragya Bothra	Individual	Non - Promoter
34.	Padam Chand Sanyam Kumar Bothra HUF	Karta – Padam Chand Bothra Co-Parceners: 1.Sanyam Bothra 2.Vivek Bothra	Non - Promoter
35.	Dipti Bothra	Individual	Non - Promoter
36.	Surendra Kumar Dugar HUF	Karta – Surendra Kumar Dugar Co-Parceners: 1.Rishabh Dugar 2.Sanyam Dugar 3.Richika Dugar	Non - Promoter
37.	Vinita Dugar	Individual	Non - Promoter
38.	Rishabh Dugar	Individual	Non - Promoter
39.	Rishabh Dugar HUF	Karta – Rishabh Dugar Co-Parceners: 1.Samridhee Dugar 2.Sarvagya Dugar	Non - Promoter
40.	Richika Dugar	Individual	Non - Promoter
41.	Saloni Dugar	Individual	Non - Promoter
42.	Sanyam Dugar	Individual	Non - Promoter
43.	Tulsi Kumar Dugar HUF	Karta – Tulsi Kumar Dugar Co-Parceners: 1.Shreyans Dugar 2.Anant Dugar	Non - Promoter



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44.	Pratibha Dugar	Individual	Non - Promoter
45.	Diksha Dugar	Individual	Non - Promoter
46.	Anant Dugar	Individual	Non - Promoter
47.	Megha Dugar	Individual	Non - Promoter
48.	Kamal Kumar Dugar HUF	Karta – Kamal Kumar Dugar Co-Parceners: 1.Preksha Dugar 2.Rachita Dugar	Non - Promoter
49.	Madhu Dugar	Individual	Non - Promoter
50.	Preksha Dugar	Individual	Non - Promoter
51.	Rachita Dugar	Individual	Non - Promoter
52.	Neha Rudra	Individual	Non - Promoter
53.	Nidhi Jain	Individual	Non - Promoter
54.	Ankit Saraf	Individual	Non - Promoter
55.	Saraogi Viniyog Pvt. Ltd.	Company	Non - Promoter
56.	Akshat Commercial LLP	Partners: 1. Mr Suresh Agarwal 2. Mr Dhruv Agarwal 3. Mrs Uma Agarwa	Non - Promoter
57.	Gautam Biyani	Individual	Non - Promoter
58.	Mindspright Technologies Pvt. Ltd.	Shareholders: 1.Aditya Bhansali 2.Akshaya Bhansali 3. Richa Bhansali	Non - Promoter
59.	Rashmi Jain	Individual	Non - Promoter
60.	Jyoti Jain	Individual	Non - Promoter
61.	Amarjit Banthia HUF	Karta – Amarjit Banthia Co-Parceners: 1.Muskan Banthia Dugar 2.Shivangi Surana	Non - Promoter

7.Name of the proposed allottee(s) percentage of post Preferential Offer that may be held by them:

Sr No.	Name of the Investors	No. of equity shares proposed to be allotted	Pre issue holding		*Post issue holding		Category
			No.	% of shares	No.	% of shares	
1	Sunil Kumar Bhutra HUF	2,00,000	Nil	Nil	2,00,000	0.45	Non-Promoter
2	Choice Strategic Advisors LLP	5,00,000	Nil	Nil	5,00,000	1.12	Non-Promoter
3	Gream Traders & Exporters Pvt. Ltd.	5,00,000	Nil	Nil	5,00,000	1.12	Non-Promoter
4	Ranital Investments Pvt. Ltd.	5,00,000	Nil	Nil	5,00,000	1.12	Non-Promoter
5	Suman Jain	1,50,000	Nil	Nil	1,50,000	0.34	Non-Promoter
6	Padma Jain	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
7	Hemlata Dugar	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
8	Saurabh Dugar	2,00,000	Nil	Nil	2,00,000	0.45	Non-Promoter



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9	Shalin & Rohit Enterprises LLP	4,50,000	11,100	0.03	4,61,100	1.03	Non-Promoter
10	Giriraj Stock Broking Private Limited	7,00,000	Nil	Nil	7,00,000	1.56	Non-Promoter
11	Prity Surana	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
12	Chanda Devi Surana	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
13	Bhanwar Lal Chandak	2,50,000	Nil	Nil	2,50,000	0.56	Non-Promoter
14	Bindal Finvest Pvt. Ltd.	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
15	Harsh Manot HUF	50,000	Nil	Nil	50,000	0.11	Non-Promoter
16	Rohit Manot HUF	50,000	Nil	Nil	50,000	0.11	Non-Promoter
17	Narantak Dealcomm Ltd.	20,00,000	Nil	Nil	20,00,000	4.47	Non-Promoter
18	Sumitra Devi Agarwal	20,00,000	Nil	Nil	20,00,000	4.47	Non-Promoter
19	Subham Buildwell Pvt. Ltd.	10,00,000	Nil	Nil	10,00,000	2.23	Non-Promoter
20	Shri Bhagwan Losalka HUF	1,50,000	Nil	Nil	1,50,000	0.34	Non-Promoter
21	Mr Ankit Bhansali	1,25,000	Nil	Nil	1,25,000	0.28	Non-Promoter
22	Skoll Merchandise Pvt. Ltd.	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
23	AV Finvest Unicorn Pvt. Ltd.	50,000	Nil	Nil	50,000	0.11	Non-Promoter
24	Vidhan Rasiwasia	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
25	Vikash Musaddi HUF	50,000	Nil	Nil	50,000	0.11	Non-Promoter
26	Sarla Lohia	70,000	Nil	Nil	70,000	0.16	Non-Promoter
27	Vimla Shah	50,000	Nil	Nil	50,000	0.11	Non-Promoter
28	Dipak Anchalia	50,000	Nil	Nil	50,000	0.11	Non-Promoter
29	Singhi Finance Pvt. Ltd.	50,000	Nil	Nil	50,000	0.11	Non-Promoter
30	Saroj Devi Agarwal	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
31	Pankaj Khemka HUF	50,000	Nil	Nil	50,000	0.11	Non-Promoter
32	Anupreksha Jain	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
33	Pragya Bothra	50,000	Nil	Nil	50,000	0.11	Non-Promoter
34	Padam Chand Sanyam Kumar Bothra HUF	1,50,000	Nil	Nil	1,50,000	0.34	Non-Promoter
35	Dipti Bothra	50,000	Nil	Nil	50,000	0.11	Non-Promoter
36	Surendra Kumar Dugar HUF	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
37	Vinita Dugar	50,000	Nil	Nil	50,000	0.11	Non-Promoter
38	Rishabh Dugar	50,000	Nil	Nil	50,000	0.11	Non-Promoter
39	Rishabh Dugar HUF	50,000	Nil	Nil	50,000	0.11	Non-Promoter
40	Richika Dugar	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
41	Saloni Dugar	50,000	Nil	Nil	50,000	0.11	Non-Promoter
42	Sanyam Dugar	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
43	Tulsi Kumar Dugar HUF	2,00,000	Nil	Nil	2,00,000	0.45	Non-Promoter
44	Pratibha Dugar	1,50,000	Nil	Nil	1,50,000	0.34	Non-Promoter
45	Diksha Dugar	50,000	Nil	Nil	50,000	0.11	Non-Promoter
46	Anant Dugar	50,000	Nil	Nil	50,000	0.11	Non-Promoter
47	Megha Dugar	50,000	Nil	Nil	50,000	0.11	Non-Promoter
48	Kamal Kumar Dugar HUF	2,00,000	Nil	Nil	2,00,000	0.45	Non-Promoter
49	Madhu Dugar	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
50	Preksha Dugar	1,50,000	Nil	Nil	1,50,000	0.34	Non-Promoter
51	Rachita Dugar	50,000	Nil	Nil	50,000	0.11	Non-Promoter



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52	Neha Rudra	25,000	Nil	Nil	25,000	0.06	Non-Promoter
53	Nidhi Jain	50,000	Nil	Nil	50,000	0.11	Non-Promoter
54	Ankit Saraf	50,000	Nil	Nil	50,000	0.11	Non-Promoter
55	Saraogi ViniyogPvt. Ltd.	50,000	Nil	Nil	50,000	0.11	Non-Promoter
56	Akshat Commercial LLP	50,000	Nil	Nil	50,000	0.11	Non-Promoter
57	Gautam Biyani	50,000	Nil	Nil	50,000	0.11	Non-Promoter
58	Mindspright Technologies Pvt. Ltd.	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
59	Rashmi Jain	50,000	Nil	Nil	50,000	0.11	Non-Promoter
60	Jyoti Jain	1,00,000	Nil	Nil	1,00,000	0.22	Non-Promoter
61	Amarjit Banthia HUF	1,30,000	Nil	Nil	1,30,000	0.29	Non-Promoter
	Total	1,25,00,000	11,100	0.03	1,25,11,100	27.96	

8.The shareholding pattern of the Company before and after the proposed preferential issue of equity shares is as follows:

SR No.	Category & Name of the Members	Pre-preferential Issue		Post-preferential Issue	
		No. of shares	% of holding	No. of shares	% of holding
A	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	66,80,607	20.71	66,80,607	14.93
	Bodies Corporate	1,48,78,099	46.13	1,48,78,099	33.25
	Sub Total (A)	2,15,58,706	66.84	2,15,58,706	48.17
2	Foreign				
	Total Promoter and Promoter Group A= (A)(1)+(A)(2)				
B	Public Shareholding				
1	Institutions				
	Mutual Funds/	3,41,500	1.06	3,41,500	0.76
	Banks	12,900	0.04	12,900	0.03
2	Central Government/ State Government(s)/ President of India				
3	Non-Institutions				
	Investor Education and Protection Fund (IEPF)				
	Individual share capital upto Rs. 2 Lacs	52,13,246	16.16	52,13,246	11.65
	Individual share capital in excess of Rs. 2 Lacs	23,51,519	7.29	73,21,519	16.36
4	Any Other	27,74,129	8.60	1,03,04,129	23.02
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	1,06,93,294	33.16	2,31,93,294	51.83
C	Non Promoter-Non Public (C)	0	0	0	0
	Grand Total	3,22,52,000	100.00	4,47,52,000	100.00

Notes:

- a. The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and consequent allotment of the Equity Shares of the Company by the non-promoter and promoter category.
- b. The pre-issue shareholding pattern is as on the latest Shareholding pattern June 30 2024. The post issue holding of all the other shareholders is assumed to remain the same.



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9.The time frame within which the preferential issue shall be completed:

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

10.Change in Control or Management, if any that would occur in the Company consequent to the Preferential Issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue of the equity shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

11.Pricing and Basis or justification for the price (including the premium, if any) that has been arrived:

The equity shares of the Company are listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI (ICDR) Regulations.

For the purpose of computing the floor price for this preferential issue, trading at NSE (the Stock Exchange which had the highest trading volume in respect of the equity shares of the Company) has been considered.

The price at which equity shares are proposed to be offered, issued and allotted is not lower than the floor price determined in terms of the applicable provisions of the SEBI (ICDR) Regulations, i.e., Rs. 35/- per Equity share/Warrant, being the higher of the following:

- a) the volume weighted average price of the equity shares quoted on NSE during the 90 trading days preceding the Relevant Date, i.e., Rs.25.02/- per equity share;
- or
- b) the volume weighted average price of the equity shares quoted on NSE during the 10 trading days preceding the Relevant Date, i.e., Rs. 32.14/- per equity share.

Further, the issue price has been determined based on the pricing certificate received from Mr. Radhaballav Mandal, Practicing Company Secretary, of RBM & Associates, (M. No.: 8182; CP No.: 20376) who has undertaken the exercise of determining the pricing of the equity shares of the Company for issuance of equity shares through preferential allotment. The pricing certificate is displayed on the website of the company at the www.prudentialsugar.com.

Further, there is no requirement to procure a valuation report, as prescribed under Regulations 166A of SEBI ICDR Regulations, from a registered valuer as (a) the shares of the Company are frequently traded, and (b) the Preferential Issue would not result in any change of control of the Company and /or allotment of more than 5% of the post issue fully diluted equity share capital of the Company to one allottee/ or allottees acting in concert.

12.Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

The Company has not made any allotment of any securities till date on a preferential basis during the current financial year.

13.The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:

Not applicable

14.Certificate from Practicing Company Secretary:



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As per Regulation 163(2) of the ICDR Regulations, a Certificate from Mr. Radhaballav Mandal, Practicing Company Secretary, of RBM & Associates, (M. No.: 8182; CP No.: 20376) confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and is displayed on the website of the company at the www.prudentialsugar.com.

15.Lock-in Period:

The pre-preferential shareholding of the proposed subscribers and equity shares envisaged to be issued and allotted to proposed subscribers shall be placed under locked-in in accordance with Chapter V of the SEBI ICDR Regulations.

16.Undertakings:

The Company hereby undertakes that:

- a) None of the Company, its directors or promoters have been declared as a 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its directors or promoter is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) As the equity shares of the Company have been listed for a period of more than 90 (Ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company shall re-compute the price of the equity shares to be allotted under the Promoter Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so; and
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

17.Other disclosure:

1. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and the circulars and notifications issued by the SEBI thereunder.
2. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
3. The Proposed Allottees have confirmed that they have not sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
4. The pre- preferential holding of the proposed allottees are in dematerialized form.
5. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner set out in the resolution and the explanatory statement.



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None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential Issue.

The Board accordingly recommends the resolutions set forth at Item no. 3 for approval of the members as a Special Resolutions.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board of Directors
For Prudential Sugar Corporation Limited**

Sd/-

Vinod Baid

Chairman

DIN: 00010142

Date: 24th September, 2024

Place: Hyderabad