

INDIAN SUGAR EXIM CORPORATION LIMITED

CIN: U99999DL1969GAP005106

Regd. Office: Block-C, IInd Floor, Ansal Plaza,

August Kranti Marg, New Delhi-110 049

Ph.:011-26263421-22,

E-mail: isec@isecindia.com, Website: www.isecindia.com

NOTICE OF THE SEVENTH EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Seventh Extraordinary General Meeting of the members of Indian Sugar Exim Corporation Limited will be held on Thursday, the 19th day of December, 2024 at 01:00 PM at Hall – Aftab-Mahtab, Taj Mahal Hotel, No. 1 Mansingh Road, New Delhi – 110 011, to transact the following business:

SPECIAL BUSINESS

Item No. 1: Appointment of Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Neeraj Kumar Gupta (DIN 02973442), who was appointed by the Board of Directors as an Additional Director in the category of an Independent Director of the Company with effect from September 28, 2024, be and is hereby appointed as an Independent Director of the Company not be liable to retire by rotation, for a term of 3 (three) years with effect from September 28, 2024 to September 27, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No. 2: Appointment of Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Shekhar Gaikwad (DIN: 06643471), who was appointed by the Board of Directors as an Additional Director in the category of an Independent Director of the

Company with effect from September 28, 2024, be and is hereby appointed as an Independent Director of the Company not be liable to retire by rotation, for a term of 3 (three) years with effect from September 28, 2024 to September 27, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors
For **Indian Sugar Exim Corporation Limited**

[Yamini Lodha]
Addl. General Manager (Legal) & Company Secretary
(ICSI Membership No. A22836)

New Delhi
20.11.2024

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NOTES

1. A Member entitled to attend and vote at the Extraordinary General Meeting (EGM) shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. A proxy shall not have the right to speak at the aforesaid meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not later than 48 hours before the commencement of the aforesaid meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/ authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the Extraordinary General Meeting, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the board resolution such other duly authorized document authorizing their representatives to attend and vote at the Extraordinary General Meeting well in advance.
3. Members/Proxies/Authorized Representatives are requested to bring to the meeting the attendance slip(s) duly filled and copy(ies) of their Extraordinary General Meeting Notice.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Extraordinary General Meeting of the Company.
6. Route map showing directions to reach venue of the EGM is given at the end of the Notice.

Statement pursuant to Section 102 of the Companies Act 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1 & 2 Appointment Independent Director.

The Board vide circular resolution passed on 26.09.2024, based on the recommendation of the Nomination and Remuneration Committee of the Board, subject to the approval of the Members, approved and recommended the appointment of Mr. Neeraj Kumar Gupta (DIN: 02973442) and Mr. Shekhar Gaikwad (DIN: 06643471) as an Additional Director of the Company in the category of Independent Director for a term of three (3) years w.e.f. 28th September, 2024.

The company has received from Mr. Neeraj Kumar Gupta and Mr. Shekhar Gaikwad (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act.

Mr. Neeraj Kumar Gupta and Mr. Shekhar Gaikwad has confirmed that their name is included in the data bank of Independent Director's Data Bank as required under Companies (Appointment & Qualification of Directors) Rules, 2014 and they are exempt from the proficiency test.

The Company has also received a Notice under Section 160 of the Act from members proposing their candidature of Mr. Neeraj Kumar Gupta and Mr. Shekhar Gaikwad for the office of Directors of the Company.

Mr. Neeraj Kumar Gupta is a retired IAS officer. He has served as Secretary, Ministry of Finance (Department of Investment & Public Asset Management, Government of India and as Central Information Commissioner of India and has overall administrative, finance and managerial experience of four decades. By qualification, he is a Bachelor of Engineering from IIT Roorkee (1979).

Mr. Shekhar Gaikwad is a retired IAS officer. He has a vast experience of 37 years in administration. He has worked on different administrative posts such as Additional Collector, Joint Secretary in Chief Minister Office in Maharashtra, CEO Zilla Parishad, Thane, District Collector, Sangli, Director, Ground Water Survey & Devp. Agency, Maharashtra, Pune Municipal Commissioner. By qualification, he is M.SC. (Agriculture), M.A. (Sociology), M.A. (Philosophy), L.L.B.

In the opinion of the Board, Mr. Neeraj Kumar Gupta and Mr. Shekhar Gaikwad fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and they are independent of management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Neeraj Kumar Gupta and Mr. Shekhar Gaikwad as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Neeraj Kumar Gupta and Mr. Shekhar Gaikwad are interested and concerned in the Resolution relating to their appointment. None other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Items No. 1 & 2 of this Notice.

The Board accordingly recommends the Special Resolutions set out at Item No. 1 & 2 of the accompanied notice for approval by the Members.

Other details of Director seeking appointment at the General Meeting Information as required under the Secretarial Standard on General Meetings (SS-2) is given hereunder:

**Details of Directors seeking appointment at the AGM.
[Pursuant to the provisions of Secretarial Standards on General Meeting
(SS-2) issued by Institute of Company Secretaries of India]**

Name of the Director	Mr. Neeraj Kumar Gupta
DIN	02973442
Date of Birth /Age	19.04.1958
Father's Name	Mr. Surya Gupta Prakash
Qualification	Retired IAS Officer, Bachelor of Engineering from IIT Roorkee (1979)
Expertise in specific functional area	Finance, Foreign Trade & Commerce, Administration, Adjudication etc.
Experience	Investment Management, Trade & Commerce, Trade Defense Investigations, International Trade Negotiations Public Sector Enterprises, Sugar Industry & Cane Development, Infrastructure etc.
Companies in which holds Directorship as on 31.03.2024	1. Instrumentation Automation Surveillance & Communication Sector Skill Council 2. NSE Data & Analytics Limited 3. NSE Indices Limited 4. NSE Sustainability Ratings & Analytics Limited 5. Roto Pumps Limited
Companies in which holds membership/ chairmanship of committees	As Independent Director, Chairman of the Board of companies at 1. NSE Data & Analytics Limited 2. NSE Indices Limited 3. NSE Sustainability Ratings & Analytics Limited
Shareholding in the Company (No. & %)	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL

Number of Board meetings attended during the financial year 2024 – 25	N.A.
Name of the Director	Mr. Shekhar Gaikwad
DIN	06643471
Date of Birth /Age	13.05.1963
Father's Name	Mr. Narayanrao Raoji Gaikwad
Qualification	M.SC. (Agriculture), M.A. (Sociology), M.A. (Philosophy), L.L.B.
Expertise in specific functional area	Expertise in Land Issues
Experience	37 Yeas experience as Civil Servant in Maharashtra. He specializes in Land, Sugar, Water sectors.
Companies in which holds Directorship as on 31.03.2024	1. Maharashtra State Farming Corporation 2. Maharashtra Cooperative Development Corporation 3. Gopinath Munde Sugarcane Labour Welfare Corporation
Companies in which holds membership/ chairmanship of committees	Yash Beyond Competition LLP
Shareholding in the Company (No. & %)	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Board meetings attended during the financial year 2024 – 25	N.A.

By Order of the Board of Directors
For **Indian Sugar Exim Corporation Limited**

[Yamini Lodha]
Addl. General Manager (Legal) & Company Secretary
(ICSI Membership No. A22836)

New Delhi
20.11.2024

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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Name of the member(s):.....

Registered address:.....

E-mail Id:.....

Folio No:.....

I/We, being the member(s) ofof the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature, or failing him

2. Name:

Address:

E-mail Id:

Signature, or failing him

3. Name:

Address:

E-mail Id:

Signature, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Extraordinary General Meeting of the company, to be held on Thursday, the 19th day of December, 2024 at 01:00 PM at Hall – Aftab-Mahtab, Taj Mahal Hotel, No. 1 Mansingh

Road, New Delhi – 110 011, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

I t e m

Item No. 1 Appointment of Mr. Neeraj Kumar Gupta as an Independent Director.

Item No. 2 Appointment of Mr. Shekhar Gaikwad as an Independent Director.

Signed this _____ day of _____ 2024

Signature of the Member

Signature of the Proxy holder(s)

PLEASE AFFIX REVENUE STAMP

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office at Block-C, IInd Floor, Ansal Plaza, August Kranti Marg, New Delhi-110 049 of the Company, not less than 48 hours before the commencement of the Meeting.

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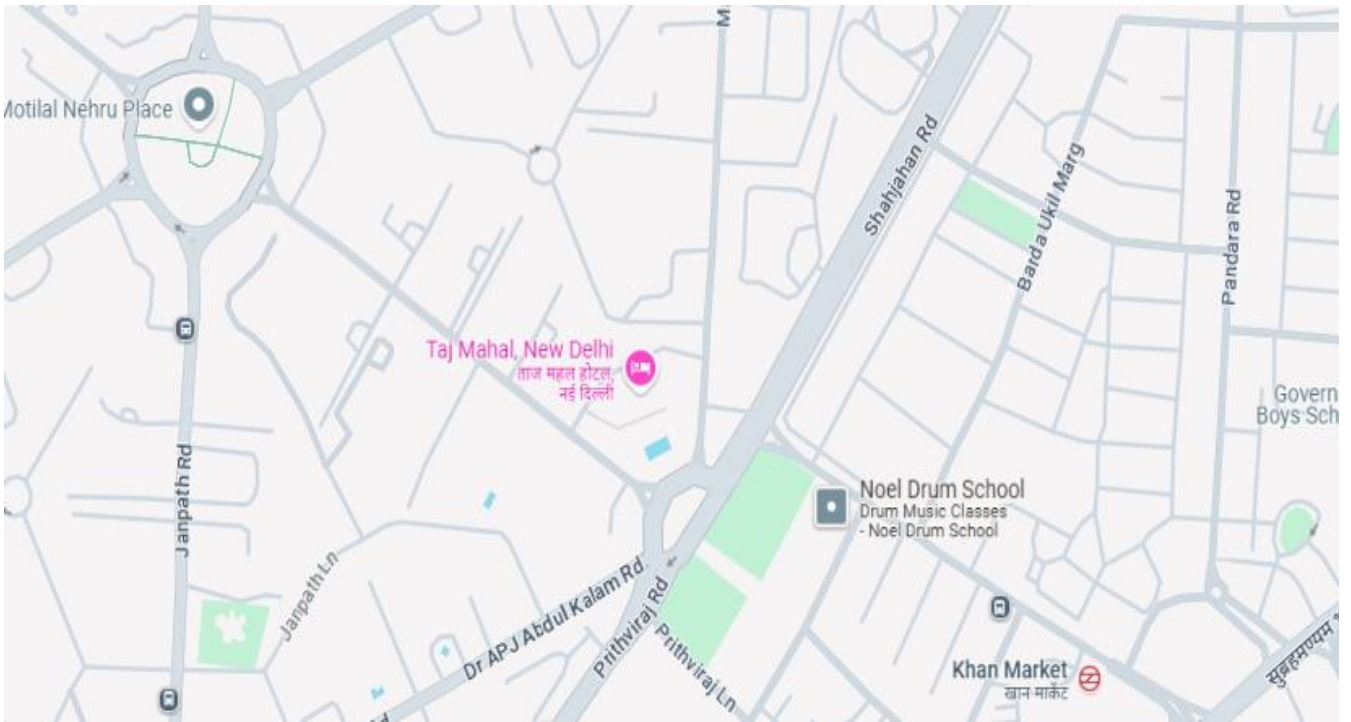
ATTENDANCE SLIP – 7TH EGM

<i>Folio No.</i> _____

I, (Name of Member/Proxy)
hereby record my presence at the Seventh Extraordinary General Meeting of the Company
held Thursday, the 19th day of December, 2024 at 01:00 PM at Hall – Aftab-Mahtab, Taj
Mahal Hotel, No. 1 Mansingh Road, New Delhi – 110 011.

Signature of Member / Proxy

ROUTE MAP



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