SBEC SUGAR LIMITED

CIN: L15421UP1991PLC019160
Regd Off: Village-Loyan Malakpur, Tehsil- Baraut, Baghpat, Uttar Pradesh-250611
T.: 01234-259206, 259273, Email id: investors@sbecsugar.com, Website: www.sbecsugar.com

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of **SBEC Sugar Limited** will be held on **Tuesday the 29th day of September, 2026 at 03:30 PM (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Standalone and Consolidated Financial Statements**

   To consider and adopt:

   a) The Audited Standalone financial statements of the Company for the financial year ended 31st March, 2026, the reports of the Board of Directors and Auditors thereon and

   b) The Audited Consolidated financial statements of the Company for the financial year ended 31st March, 2026 and the Auditors' Reports thereon.

2. **Re-appointment of Smt. Kumkum Modi (DIN: 00522904) as Director.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Kumkum Modi (DIN: 00522904), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. **Re-appointment of Sh. Jayesh Modi (DIN: 02849637) as Director.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Sh. Jayesh Modi (DIN: 02849637), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

   SPECIAL BUSINESS:

4. **Authorization for Material Related Party Transactions with related parties**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188 to the extent applicable and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company's policy on Related party transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and recommendation of the Audit Committee & Board of Directors, consent of the shareholders of the Company be and is hereby accorded to enter/continue to enter into the material related party transactions (whether by way of individual transaction or transactions together) with entities falling within the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 for each financial year in the course of business with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's and creation of Charge in favor of Related Parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties, such that the maximum value of the related party transactions with such parties, in aggregate does not exceed the value specified under each category in the explanatory statement, provided that the related party transaction shall be carried out in ordinary course of business and at arm's length basis.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid parties; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and / or expedient for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.

   RESOLVED FURTHER THAT all actions taken by the Board of Directors/Company in connection with any matter referred to or contemplated in the resolution (including day to day transactions (debit/credit) with the related party), be and are hereby approved, ratified and confirmed in all aspects."

5. Rectification/Approval Of The One-Time Settlement Agreement With Modi Industries Limited

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

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, rules and regulations, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the consent, approval and ratification of the Members of the Company be and is hereby accorded to the Company for entering into, executing and implementing a One-Time Settlement Agreement ("OTS Agreement") with Modi Industries Limited ("MIL") for settlement of all outstanding dues, liabilities, principal, interest and other charges recoverable from MIL in respect of the debt of MIL which was earlier assigned to and acquired by the Company from PNB, IFCI and IDBI through various deeds of assignment.

RESOLVED FURTHER THAT the broad terms and conditions of the OTS Agreement dated 03rd February, 2026 be and are hereby approved, which, inter alia, include the following:

i. The total settlement amount shall be Rs. 141,77,38,548/- (Rupees One Hundred Forty-One Crores Seventy-Seven Lakhs Thirty-Eight Thousand Five Hundred Forty-Eight only), the sum of Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) already deposited by MIL with the Company.

ii. Accordingly, the balance OTS amount payable by MIL to the Company as on 01 January 2026 shall be Rs. 116,77,38,548/- (Rupees One Hundred Sixteen Crores Seventy-Seven Lakhs Thirty-Eight Thousand Five Hundred Forty-Eight only) ("Agreed Amount").

iii. The Agreed Amount shall carry further interest at the rate of 8% (eight per cent) per annum, calculated on a reducing balance basis, with effect from 01 January 2026 until the date of final payment.

iv. SBEC Sugar Limited ("Company") shall accept the aforesaid Agreed Amount, together with applicable interest thereon, as full and final settlement of all outstanding dues, liabilities, claims, interest and other amounts payable by MIL to the Company arising out of or in connection with the Assignment of the Debt in favour of the Company, subject to the terms and conditions of the OTS Agreement.

v. MIL shall further undertake to pay a sum of Rs. 50,00,00,000/- (Rupees Fifty Crores only) within a period of three (3) months from 01 January 2026, or within such further/extended period as may be mutually agreed between the Company and MIL in accordance with the terms of the OTS Agreement.

RESOLVED FURTHER THAT all actions taken, deeds/agreement done, documents executed and steps undertaken by the Board of Directors, officers and/or authorised representatives of the Company in connection with any matter referred to or contemplated in this Resolution, including day-to-day transactions (debit/credit) with the related party, be and are hereby approved, ratified, confirmed and validated in all respects."

6. Ratification of Remuneration to Cost Auditors

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactments(s) thereof for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable tax and reimbursement of out-of-pocket expenses payable to M/s. M.K. Singhal & Co., Cost Accountants (Firm Registration No.00074) for conduct of cost audit of the Company for the financial year ending March 31, 2027 as approved by the Board of Directors, be and is hereby ratified.

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

For & behalf of SBEC Sugar Limited

Sd/-
Umesh Kumar Modi
Chairman & President
DIN: 00002757

Date : 14.08.2026
Place : London

Registered Office Address:
SBEC Sugar Ltd.
Village-Loyan Malakpur, Tehsil- Baraut,
Baghpat, Uttar Pradesh-250611
Email id: investors@sbecsugar.com
Website: www.sbecsugar.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") permitted the convening the AGM through VC/OAVM, without the physical presence of the Members of the Company at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.

4. **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 his/her 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, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, 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.**

5. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote there at through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at soniyacs@gmail. com with a copy marked to investors@sbecsugar.com.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Register of Members & Share Transfer Books of the Company will remain closed from 19th September, 2026 to 29th September, 2026 (both days inclusive).

9. Members, who hold shares in dematerialized form, are requested to notify, changes, if any, in their address, to their respective Depository Participant and those, who hold shares in physical form, may intimate the same to the Company.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal Financial & Computer Services Pvt. Ltd for assistance in this regard.

11. The Securities and Exchange Board of India (the SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization. Pursuant to SEBI circular dated 25th January, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents – Beetal Financial & Computer Services Pvt. Ltd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    Further, the SEBI vide its circular no. No. HO/38/13/11(2)2026-MIRSD-POD/I/3750 /2026 dated 30th January, 2026, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, has decided to open a special window only for re-lodgement of physical transfer deeds, which were lodged prior to the deadline of 1st April 2019 and rejected/ returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of one year from 5th February, 2026 to 4th February, 2027. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

    This facility is available for Transfer Deeds which were originally lodged before 1st April, 2019 but were rejected/ returned/ not attended due to deficiency in the documents/process or otherwise.

Shareholders are requested to re-lodge such cases with the RTA, latest by 4th February, 2027 at M/s Beetal Financial & Computer Services Pvt. Ltd , Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 at beetal@beetalfinancial.com or with the Company at investors@sbecsugar.com.

Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication is available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link https://www.beetalfinancial.com/ or contact the Company's RTA M/s Beetal Financial & Computer Services Pvt. Ltd at beetal@beetalfinancial.com or assistance in this regard.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at https://www.sbecsugar.com/investors/Communication to shareholders/.

12. Members desiring any information as regards to accounts are requested to address their questions to the Company Secretary at least 7 days before the date of the meeting so that the required information is made available at the meeting.

13. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Beetal Financial & Computer Services Pvt. Ltd.

14. Members holding shares in physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.

15. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at investors@ sbecsugar.com

16. Members who wish to inspect the relevant documents referred to in the notice can send email to investors@sbecsugar.com upto the date of the AGM.

17. In line with the Ministry of Corporate Affairs (MCA) Circular, the Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, the same also has been uploaded on the website of the Company at www.sbecsugar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

    Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a physical letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.at www.sbecsugar.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

3. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.

4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. 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.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/ folio number, Email id, mobile number at investors@sbecsugar.com. Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 clear days prior to meeting mentioning their name, demat account number/ folio number, Email id, mobile number at investors@sbecsugar.com. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views or ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

8. In the case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

10. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment, Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. SEBl/HO/CFD/CMD/ ClR/P/2020/242 dated 9th December 2020, the Company is pleased to provide its Members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility of e-voting shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by Remote e-voting shall be eligible to exercise their right to cast vote during the AGM.

2. The Board of Directors has appointed M/s. Soniya Gupta & Associates, Practicing Company Secretaries (COP No. 8136), as a Scrutinizer to process the e-voting and submit a report to the Chairman. The results of voting shall be declared within two (2) days of the conclusion of 32nd AGM. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's website at www.sbecsugar.com, CDSL website at www.evotingindia.com and shall also be communicated to the Stock Exchanges (BSE). The results of the voting will also be displayed at the Notice Board at the Registered Office of the Company.

3. All the grievances in relation to the 32nd AGM including e-voting shall be addressed by Mr. Anil Kumar Goel, Chief Financial Officer of the Company having e-mail id investor@sbecsugar.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on Saturday, 26th September, 2026 at 9:00 A.M. and ends on Monday, 28th September, 2026 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 22nd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

4. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

5. To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

6. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 in their demat accounts to access e-voting facility.

7. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting.

   Pursuant to aforementioned SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia. com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. By clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/ EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting 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 name and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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 held 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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. CDSL AND NSDL:

Login type	Helpdesk details
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 toll free no. 1800 21 09911.
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.: 022 4886 7000 and 022 2499 7000.

LOGIN METHOD FOR REMOTE E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" module.

(iii) Now enter your User ID

- **a.** For CDSL: 16 digits beneficiary ID,
- **b.** For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- **c.** Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant 'SBEC Sugar Limited' on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-voting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be sent by an email at helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote etc., to the Scrutinizer at soniyacs@gmail.com and to the Company at investors@sbecsugar.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL /MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by Email at investor@beetalfinancial.com or beetalrta@gmail.com.
2. For Demat shareholders - Please update your Email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your Email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com, under help section or write an Email at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an Email at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

(i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(ii) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

(iii) If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

(iv) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

Item No 4

Pursuant to the provisions of Regulation 23(4) of the SEBI Listing Regulations, Section 188 to the extent applicable and all other applicable provisions, if any, of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Company's Policy on Related Party Transactions, the material related party transactions (MRPT) with related parties, Regulation 23 of the SEBI (LODR) Regulations, 2015 requires Members' prior approval by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business and on an arm's length basis.

The Audit Committee and the Board of Directors of the Company in their respective meetings held on 14th August, 2026 have approved the transactions given in Item No. 4 of the Notice. In view of the threshold for determining related party transactions that require prior approval of the Shareholders and in order to facilitate the operations of the Company, the Company seeks the approval of Shareholders by passing an ordinary resolution.

The Company, in order to furtherance of its business interests enters into various transactions with the related party, the estimated value of transactions with the related parties as defined under section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (LODR) Regulation, 2015, are expected to exceed the materiality threshold as stated above.

Further, the disclosures as required to be mentioned in the explanatory statement under Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" formulated by the Industry Standards Forum (ISF) in consultation with Securities and Exchange Board of India, issued on June 26, 2025 and effective from September 1, 2025, are as follows:

1) Details of the proposed transactions with Moderate Leasing & Capital Services Limited, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	**Particulars of Information**	**Details**			
A.	**Details of the related party transactions with the related party**				
A(1)	**Basic details of the related party**				
1.	Name of the related party		Moderate Leasing & Capital Services Limited and Moderate Consultancy Services (A unit of Moderate Leasing and Capital Services Limited).		
2.	Country of incorporation of the related party		India		
3.	Nature of business of the related party		NBFC Business		
A(2)	**Relationship and ownership of the related party**				
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Promoter of the Company and Holds 19.02% shares of the Company.			
	Shareholding of Company in Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No			
	Shareholding of Related Party (%) (as on March 31, 2026) and whether direct or indirect.	Moderate Leasing and Capital Services Ltd. is a promoter group Company and holds 19.02% Shares of the Company.			
	Nature of Concern (financial or otherwise)	Inter Corporate Loan. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Consultancy Services. All the material terms &conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	To take corporate guarantee. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Consultancy Services form Moderate Consultancy Services. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
A(3)	**Details of previous transactions with the related party**				
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	98.30 cr	2.41 cr	65 cr	6.10cr
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	8.38 cr	0.39 cr	65 cr	5.1cr

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	NA	NA	NA
A(4)	**Amount of the proposed transactions**				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 500 crore	Rs. 20 crore	Rs. 100 crore	Rs. 20 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	91.17%	3.65%	18.23%	3.65%
4.	Value of the proposed transactions (between Listed entity and related party) as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	3762.23%	150.49%	752.44%	150.49%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the financial year (2024-25).	639.15%	25.57%	127.83%	25.57%
6.	Financial performance (Standalone) of the related party for the financial year (2024-25).	**Particulars**		**FY 2024-25**	
		Turnover (In cr)		78.23	
		Profit After Tax (In cr)		16.20	
		Net Worth (In cr)		120.28	
A(5)	**Basic details of the proposed transaction**				
1.	Specific type of the proposed transaction	Inter Corporate Loan. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Consultancy Services. All the material terms &conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	To take corporate guarantee All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Consultancy Services form Moderate Consultancy Services. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
2.	Details of each type of the proposed transaction	Same as above			
3.	Tenure of the proposed transaction	01.04.2026 to 30.09.2027			
4.	Whether omnibus approval is being sought?	Yes			
5.	Value of the proposed transaction during a financial year.	Rs. 500 crore	Rs. 20 crore	Rs. 100 crore	Rs. 20 crore

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The loan are unsecured andeasily available on demand.	The related party is registered NBFC with the Reserve Bank of India and have vast experience in providing the consultancy services & financial assistance, which will be beneficial for the Company.	The Corporate Guaranteegiven by the related parties is easily available to the Company, as the related party is a group Company.	The related party is registered NBFC with the Reserve Bank of India and have vast experience in providing the consultancy services & financial assistance, which will be beneficial for the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.				
	a. Name of the director / KMP	NA			
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Umesh Kumar Modi (Director) indirectly holds around 90% share of Moderate Leasing and Capital Services Limited			
8.	A copy of the valuation or other external party report, if any	NA			
9.	Other information relevant for decision making.	This transaction are in the best interest of the Company and not prejudicial to the interest of the Company.			
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**				
B(1)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction (For Part A Consultancy Charges)				
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding process invited			
2.	Basis for determination of price	Decided mutually			
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA			
	a. Amount of Trade advance	NA			
	b. Tenure	NA			
	c. Whether same is self-liquidating?	Yes			
B(2)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**				
1.	Material covenants of the proposed transaction	The loan are unsecured andeasily available on demand.	NA		
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	15%	NA		
3.	Cost of borrowing	As per the agreement			
4.	Maturity / due date	Payable on demand			
5.	Repayment schedule & terms	As per the agreement			
6.	Whether secured or unsecured	Unsecured			
7.	If secured, the nature of security & security coverage ratio	NA			
8.	The purpose for which the funds will be utilized by the listed entity.	For payment of cane dues and other business purposes.			

C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B**		
C(1)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		NA
	a. Before Transaction	-3.02	
	b. After Transaction	-2.22	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		
	a. Before Transaction	1.15	
	b. After Transaction	-.10	

2) Details of the proposed transactions with G. S. Pharmbutor Private Limited, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	Particulars of Information	Details		
A.	**Details of the related party transactions with the related party**			
A(1)	**Basic details of the related party**			
1.	Name of the related party		G. S. Pharmbutor Private Limited	
2.	Country of incorporation of the related party		India	
3.	Nature of business of the related party		Pharmaceutical Business	
A(2)	**Relationship and ownership of the related party**			
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Common Director		
	Shareholding of Company in Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No		
	Shareholding of Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No		
	Nature of Concern (financial or otherwise)	Inter Corporate Loan. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Sale of Material. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	To take corporate guarantee. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
A(3)	**Details of previous transactions with the related party**			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	5 cr	263.37 cr	65 cr
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	15.5 cr	79.55 cr	65 cr

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	NA	NA
A(4)	**Amount of the proposed transactions**			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 100 crore	Rs. 400 crore	Rs. 100 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	18.23%	72.93%	18.23%
4.	Value of the proposed transactions (between Listed entity and related party) as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	752.44%	3009.78%	752.44%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the financial year (2024-25).	18.64%	74.57%	18.64%
6.	Financial performance (standalone) of the related party for the financial year (2024-25).	**Particulars**		**FY 2024-25**
		Turnover (In cr)		534.10
		Profit After Tax (In cr)		15.45
		Net Worth (In cr)		176.99
A(5)	**Basic details of the proposed transaction**			
1.	Specific type of the proposed transaction	Inter Corporate Loan. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Sale of Material. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	To take corporate guarantee. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
2.	Details of each type of the proposed transaction	Same as above		
3.	Tenure of the proposed transaction	01.04.2026 to 30.09.2027		
4.	Whether omnibus approval is being sought?	Yes		
5.	Value of the proposed transaction during a financial year.	Rs. 100 crore	Rs. 400 crore	Rs. 100 crore

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The loans are unsecuredand easily available on demand.	The substantial trading transactions between both the parties and financial position of the GSP permit extension of credit facilities to the company.	The Corporate Guarantee given by the related parties is easily availableto the Company, as the related partyis a group Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
	a. Name of the director / KMP	Mr. Umesh Kumar Modi and Mr. Jayesh Modi		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Umesh Kumar Modi (Director) indirectly holds around 99% share of G. S. Pharmbutor Private Limited		
8.	A copy of the valuation or other external party report, if any	NA		
9.	Other information relevant for decision making.	This transaction are in the best interest of the Company and not prejudicial to the interest of the Company.		
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**			
B(1)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction (For Part A Consultancy Charges)			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding process invited		
2.	Basis for determination of price	Decided mutually		
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA		
	a. Amount of Trade advance	NA		
	b. Tenure	NA		
	c. Whether same is self-liquidating?	Yes		
B(2)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**			
1.	Material covenants of the proposed transaction	The loans are unsecured and easily available on demand.	NA	
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	15%	NA	
3.	Cost of borrowing	As per agreement		
4.	Maturity / due date	Payable on demand		
5.	Repayment schedule & terms	As per the agreement		
6.	Whether secured or unsecured	Unsecured		
7.	If secured, the nature of security & security coverage ratio	NA		
8.	The purpose for which the funds will be utilized by the listed entity.	For business purposes.		

C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B**		
C(1)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		NA
	a. Before Transaction	-3.02	
	b. After Transaction	-2.22	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		NA
	a. Before Transaction	1.15	
	b. After Transaction	-.10	

3) Details of the proposed transactions with Longwell Investment Private Limited, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	**Particulars of Information**	**Details**
A.	**Details of the related party transactions with the related party**	
A(1)	**Basic details of the related party**	
1.	Name of the related party	Longwell Investment Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Investment Services
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Common Director
	Shareholding of Company in Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No
	Shareholding of Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No
	Nature of Concern (financial or otherwise)	Inter Corporate Loan. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
A(3)	**Details of previous transactions with the related party**	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	0
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	60.22 cr
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NO
A(4)	**Amount of the proposed transactions**	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 200 crore

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	36.47 %	
4.	Value of the proposed transactions (between Listed entity and related party) as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	1504.89%	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the financial year (2024-25).	91.48%	
6.	Financial performance (standalone) of the related party for the financial year (2024-25).	**Particulars**	**FY 2024-25**
		Turnover (In cr)	1.93
		Profit After Tax (In cr)	1.42
		Net Worth (In cr)	50.90
A(5)	**Basic details of the proposed transaction**		
1.	Specific type of the proposed transaction	Inter Corporate Loan. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	
2.	Details of each type of the proposed transaction	Same as above	
3.	Tenure of the proposed transaction	01.04.2026 to 30.09.2027	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year.	Rs. 200 crore	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The loans are unsecured and easily available on demand.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	Mr. Umesh Kumar Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi and Mr. Jayesh Modi	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Umesh Kumar Modi (Director) directly holds 99.72% share of Longwell Investment Private Limited	
8.	A copy of the valuation or other external party report, if any	NA	
9.	Other information relevant for decision making.	This transaction are in the best interest of the Company and not prejudicial to the interest of the Company.	
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**		
B(1)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**		
1.	Material covenants of the proposed transaction	The loans are unsecured and easily available on demand.	
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	15%	
3.	Cost of borrowing		
4.	Maturity / due date	Payable on demand	
5.	Repayment schedule & terms	As per the agreement	
6.	Whether secured or unsecured	Unsecured	
7.	If secured, the nature of security & security coverage ratio	NA	
8.	The purpose for which the funds will be utilized by the listed entity.	For payment of cane dues and other business purposes.	

C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B**
C(1)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**

1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before Transaction	-3.02
	b. After Transaction	-2.22
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before Transaction	1.15
	b. After Transaction	-.10

4. Details of the proposed transactions with Modi Industries Limited, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	**Particulars of Information**	**Details**
A.	**Details of the related party transactions with the related party**	
A(1)	**Basic details of the related party**	
1.	Name of the related party	Modi Industries Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing Industry of various goods.
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Common Director
	Shareholding of Company in Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No
	Shareholding of Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No
	Nature of Concern (financial or otherwise)	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/ given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions
A(3)	**Details of previous transactions with the related party**	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	37.24 cr
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	85.20 cr
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA
A(4)	**Amount of the proposed transactions**	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 300 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	54.70%	
4.	Value of the proposed transactions (between Listed entity and related party) as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	2257.34%	
5.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the financial year (2024-25).	25.23%	
6.	Financial performance of the related party for the financial year (2024-25).	**Particulars**	**FY 2024-25**
		Turnover (In cr)	1,188.91
		Profit After Tax (In cr)	7.11
		Net Worth (In cr)	(223.20)
A(5)	**Basic details of the proposed transaction**		
1.	Specific type of the proposed transaction	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/ given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	
2.	Details of each type of the proposed transaction	Same as above	
3.	Tenure of the proposed transaction	01.04.2026 to 30.09.2027	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year.	300 crore	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	This related party transactions are beneficial of the Company.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	Mr. Umesh Kumar Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi and Mr. Jayesh Modi	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Umesh Kumar Modi (Director) directly and indirectly holds around 28.77% share of Modi Industries Limited.	
8.	A copy of the valuation or other external party report, if any	NA	
9.	Other information relevant for decision making.	This transaction are in the best interest of the Company and not prejudicial to the interest of the Company.	
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**		
B(1)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction (For Part A Consultancy Charges)		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding process invited	
2.	Basis for determination of price	Decided mutually	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		

C*	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C(1)	Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	NA
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	

* The transaction is for sale purchase of Goods and services.

5. Details of the proposed transactions with SBEC Bioenergy Limited, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	**Particulars of Information**	**Details**	
A.	**Details of the related party transactions with the related party**		
A(1)	**Basic details of the related party**		
1.	Name of the related party	SBEC Bioenergy Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Co-generation of power from bagasse.	
A(2)	**Relationship and ownership of the related party**		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Wholly Owned Subsidiary of the Company	
	Shareholding of Company in Related Party (%) (as on March 31, 2026) and whether direct or indirect.	100%	
	Shareholding of Related Party (%) (as on March 31, 2026) and whether direct or indirect.	No	
	Nature of Concern (financial or otherwise)	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	To take corporate guarantee. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
A(3)	**Details of previous transactions with the related party**		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	26.86 cr	40 cr
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	2.46 cr	40 cr

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	NA
A(4)	**Amount of the proposed transactions**		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 50 crore	Rs. 50 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No	No
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	9.12%	9.12%
4.	Value of the proposed transactions (between Listed entity and related party) as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	376.22%	376.22%
5.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the financial year (2024-25).	376.22%	376.22%
6.	Financial performance of the related party for the financial year (2024-25).	**Particulars**	**FY 2024-25**
		Turnover (In cr)	13.29
		Profit After Tax (In cr)	1.12
		Net Worth (In cr)	77.09
A(5)	**Basic details of the proposed transaction**		
1.	Specific type of the proposed transaction	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	To take corporateguarantee. All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
2.	Details of each type of the proposed transaction	Same as above	
3.	Tenure of the proposed transaction	01.04.2026 to 30.09.2027	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year.	Rs. 50 crore	Rs. 50 crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	This related party transactions are beneficial of the Company.	The Corporate Guarantee given by the related parties is easily available to the Company, as the related party is a group Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	Mr. Umesh Kumar Modi, Mr. Abhishek Modi and Mr. Vipin Kumar are the common director.	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Umesh Kumar Modi (Director) indirectly holds around 16.09% share of SBEC Bioenergy Limited.	
8.	A copy of the valuation or other external party report, if any	NA	

9.	Other information relevant for decision making.	This transaction are in the best interest of the Company and not prejudicial to the interest of the Company.
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction (For Part A Consultancy Charges)	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process invited
2.	Basis for determination of price	Decided mutually
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2)	Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.	
1.	a) Rationale for giving guarantee, surety, indemnity or comfort letter	Related party is the wholly owned subsidiary of the listed entity
	b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary;	NO
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	As per the agreement
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per the agreement

6. Details of the proposed transactions with Jayesh Tradex Private Limited, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	Particulars of Information	Details
A.	**Details of the related party transactions with the related party**	
A(1)	**Basic details of the related party**	
1.	Name of the related party	Jayesh Tradex Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of packaging material.

A(2)	**Relationship and ownership of the related party**		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Common Director	
	Shareholding of Company in Related Party (%) (as on March 31, 2026) and whether direct or indirect.	Nil	
	Shareholding of Related Party (%) (as on March 31, 2026) and whether direct or indirect.	Nil	
	Nature of Concern (financial or otherwise)	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	
A(3)	**Details of previous transactions with the related party**		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	0.45 cr	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	0.10 cr	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	
A(4)	**Amount of the proposed transactions**		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 10 crore	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	1.82%	
4.	Value of the proposed transactions (between Listed entity and related party) as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	75.24%	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the financial year (2024-25).	14.33%	
6.	Financial performance (Standalone) of the related party for the financial year (2024-25).	**Particulars**	**FY 2024-25**
		Turnover (In cr)	139.50
		Profit After Tax (In cr)	2.20
		Net Worth (In cr)	9.83
A(5)	**Basic details of the proposed transaction**		
1.	Specific type of the proposed transaction	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	
2.	Details of each type of the proposed transaction	Same as above	
3.	Tenure of the proposed transaction	01.04.2026 to 30.09.2027	
4.	Whether omnibus approval is being sought?	Yes	

5.	Value of the proposed transaction during a financial year.	10 cr
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	This related party transactions are beneficial of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Jayesh Modi
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Jayesh Modi directly holds around 99.99% share of Jayesh Tradex Private Limited.
8.	A copy of the valuation or other external party report, if any	NA
9.	Other information relevant for decision making.	This transaction are in the best interest of the Company and not prejudicial to the interest of the Company.
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction (For Part A Consultancy Charges)	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding process invited
2.	Basis for determination of price	Decided mutually
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

7. Details of the proposed transactions with SBEC Systems India Limited , including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	**Particulars of Information**	**Details**
A.	**Details of the related party transactions with the related party**	
A(1)	**Basic details of the related party**	
1.	Name of the related party	SBEC Systems India Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Consultancy Services and Solar Energy
A(2)	**Relationship and ownership of the related party**	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	SBEC Sugar Limited is an associates of SBEC Systems India Limited.
	Shareholding of Company in Related Party (%) (as on March 31, 2026) and whether direct or indirect.	Nil
	Shareholding of Related Party (%) (as on March 31, 2026) and whether direct or indirect.	SBEC Systems India Limited hold 29.86% shares in the Company.
	Nature of Concern (financial or otherwise)	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions

A(3)	**Details of previous transactions with the related party**		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	6.21 cr	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	1.12 cr	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	
A(4)	**Amount of the proposed transactions**		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 30 crore	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	5.47%	
4.	Value of the proposed transactions(between Listed entity and related party) as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	225.73%	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the financial year (2024-25).	923.08%	
6.	Financial performance of the related party for the financial year (2024-25).	**Particulars**	**FY 2024-25**
		Turnover (In cr)	3.25
		Profit After Tax (In cr)	2.44
		Net Worth (In cr)	2.02
A(5)	**Basic details of the proposed transaction**		
1.	Specific type of the proposed transaction	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	
2.	Details of each type of the proposed transaction	Same as above	
3.	Tenure of the proposed transaction	01.04.2026 to 30.09.2027	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year.	Rs. 30 crore	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	This related party transactions are beneficial of the Company.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	NA	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Umesh Kumar Modi directly holds 20.80 of the SBEC Systems India Limited.	
8.	A copy of the valuation or other external party report, if any	NA	

9.	Other information relevant for decision making.	This transaction are in the best interest of the Company and not prejudicial to the interest of the Company.
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction (For Part A Consultancy Charges)	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding process invited
2.	Basis for determination of price	Decided mutually
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

All the above transactions are in the ordinary course of business and on arm's length basis and the parties shall consider all the relevant factors before executing the transactions/agreements.

Except Independent Directors & Whole Time Director and their relatives all the other non-executive directors & their relatives are interested in this resolution.

The said material related party transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration & approval by the members.

Shareholders, who have any interest in the above said related parties, shall not be eligible to vote on this resolution.

ITEM NO. 5

The transaction involving acquisition of the secured debt of Modi Industries Limited ("MIL") was undertaken pursuant to a broader and considered business strategy of the Company. At the relevant time, the Company was evaluating diversification into the liquor business in India. Since the Company did not have the requisite distillation and bottling facilities, it was contemplated that Modi Distillery, a unit of MIL, would be associated with the proposed arrangement. Accordingly, acquisition of the secured debt of MIL was considered not as an isolated financial investment, but as part of a broader commercial strategy intended to facilitate a long-term and uninterrupted business relationship with Modi Sugar and Modi Distillery and to support the Company's proposed expansion into allied and potentially higher-margin business segments.

The subsequent settlement of the dues with MIL was undertaken in the backdrop of significant financial and operational stress being faced by sugar mills in the State of Uttar Pradesh, including the Company. The financial position of sugar mills had been adversely affected by, inter alia, high sugarcane procurement prices, deterioration in sugarcane yield and the consequent accumulation of sugarcane dues. The liquidity position of the Company was further constrained by the Tagging Orders issued by the State Government, pursuant to which a substantial portion of the realisations from sale of sugar and its by-products was required to be applied towards discharge of sugarcane dues. With effect from the crushing season 2020-21, the scope of such restrictions was also extended to specified realisations from surplus electricity generated from the Company's co-generation operations.

The coercive measures taken by District Administration of the State of Uttar Pradesh for recovery of dues included, inter alia, issuance of Recovery Certificates for recovery of the outstanding sugarcane dues against the concerned persons, and communications indicating possible sealing of the sugar mill in the event of continued default. These measures posed a direct threat to the uninterrupted functioning of the Company's operations.

The Company was also confronted with the apprehension of initiation of insolvency proceedings in respect of the outstanding dues. Public Interest Litigations had also been instituted before various Courts concerning the non-payment of sugarcane dues, thereby adding to the legal and regulatory pressure.

As a part of the continuing coercive measures, the cane area allocated to the Company was also reduced. The reduction in the allotted cane area necessarily resulted in lower availability of sugarcane for crushing, which in turn adversely affected sugar production, capacity utilisation and profitability of the Company.

In furtherance to above, the officials and representatives of the Company were being regularly called / summoned by the District Administration and other competent authorities and were repeatedly required to furnish concrete proposals and timelines for repayment of the outstanding sugarcane dues.

On account of mounting pressure, the officials of the Company in fact to save the company had to undertake in writing promising to clear the sugarcane dues in timely manner. These undertakings were issued not only to the District Magistrate, other officials, but in fact to the Hon'ble Chief Minister of Uttar Pradesh.

In these circumstances, timely recovery of the amounts due from MIL assumed considerable commercial importance. The Company accordingly evaluated the available courses of action, including pursuing prolonged legal proceedings for recovery. Having regard to the time, cost, uncertainty and delay inherent in litigation, as against the Company's immediate requirement for liquidity, the Company considered that a structured settlement with MIL would be commercially prudent and in the best interests of the Company and its shareholders.

It is pertinent to note that MIL did not have adequate liquidity to discharge its obligations to the Company and was required to arrange external funding from financial institutions to honour the settlement. The settlement was thus achieved pursuant to sustained negotiations and recovery efforts undertaken by the Company and cannot be regarded as a voluntary or unilateral concession to MIL. Needless to add, had the settlement with MIL not been achieved in a timely and structured manner, the Company would have remained exposed to continuing coercive action, including enforcement of Recovery Certificates, whereby, the appropriate statutory authority can seal the entire land, plant & machinery of the Company as well as auction the same.

The total settlement amount has been agreed at Rs.141,77,38,548/-, inclusive of Rs.25,00,00,000/- already deposited by MIL. Accordingly, the balance amount payable as on 1 January 2026 is Rs.116,77,38,548/-, which shall carry further interest at 8% per annum on a reducing balance basis until final payment. MIL is also required to make further payment of Rs.50 crore in accordance with the terms of the OTS Agreement. It is further relevant that MIL settled the dues of other secured creditors, including Government-owned financial institutions, on the same settlement methodology. Accordingly, the settlement accepted by the Company was consistent with the methodology adopted for similarly situated secured creditors and was not based on any preferential or special arrangement. The total amount of Rs. 144,10,92,728 received from MIL against the said OTS and no dues is pending and the said transaction is closed.

The acquisition of the secured debt of MIL by the Company from Government-owned banks and financial institutions was undertaken through proper banking channels. The consideration paid for such acquisition was duly recorded in the books of account and reflected in the respective financial statements of the entities concerned.

The Board, after considering the Company's financial position, its immediate requirement for funds towards discharge of sugarcane dues, the continuing regulatory and administrative pressure, the risks associated with disruption of operations, the prospects and uncertainties of prolonged recovery proceedings and the actual recovery achieved from MIL, was of the view that the settlement represented a commercially prudent course of action. The transaction enabled the Company to realise substantial value from the assigned debt, strengthen its liquidity position, continue its operations as a going concern and, consequently, protect the long-term interests and value of the Company for its shareholders.

Accordingly, the Board is of the considered view that the transaction and the settlement with MIL were undertaken bona fide, on commercial considerations and in the overall interests of the Company and its shareholders.

Except Independent Directors & Whole Time Director and their relatives all the other non-executive directors & their relatives are interested in this resolution.

Accordingly, the Board recommends the item no. 5 set out in the Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s M.K. Singhal & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

The Board recommends the Ordinary Resolution at Item No. 6 for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or Otherwise, in the resolution set out at Item No. 6 of the Notice.

For & behalf of SBEC Sugar Limited

Sd/-
Umesh Kumar Modi
Chairman & President
DIN: 00002757

Date: 14.08.2026
Place: London

Annexure 'A'

Details of Directors seeking appointment/ re-appointment in Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	**Smt. Kumkum Modi**	**Sh. Jayesh Modi**
Director Identification Number (DIN)	00522904	02849637
Date of Birth & Age	19/01/1951 & 75 years	14/11/1991 & 34 Yr
Date of Appointment	May 26,2000	June 18,2010
Qualifications	She holds Master's Degree in Arts From University of Delhi	Completed his studies in United Kingdom.
Skill & Expertise	She has varied experience of the industry of more than 30 years in field of general management and corporate advisory Services.	He has rich experience in various types of Packaging Products.
Shareholding of Director in the Company	28,300	55,487
Relationship with other directors and KMPs of the Company	Mr. Umesh Kumar Modi (Spouse) Mr. Abhishek Modi (Son) Mr. Jayesh Modi (Son)	Mr. Umesh Kumar Modi (father) Mrs. Kumkum Modi (Mother) Mr. Abhishek Modi (Brother)
List of outside Directorships as on Appointment Date	1. A to Z Holdings Pvt. Ltd. 2. Modi-Mundipharma Pvt. Ltd. 3. Jayesh Traders Pvt. Ltd. 4. Longwell Investment Pvt. Ltd. 5. Modi Hitech India Ltd. 6. Win-Medicare Pvt. Ltd. 7. Bihar Sponge Iron Ltd. 8. Modiline Travel Service Private Limited 9. Jai Abhishek Investments Private Limited 10. Modi Mundipharma Beauty Products Pvt. Ltd. 11. Umesh Modi Corp. Private Limited 12. Beauty Products Lanka Pvt. Ltd.	1. SBEC Bioenergy Ltd. 2. Bihar Sponge Iron Ltd. 3. Modi Hitech India Ltd. 4. Win Medicare Private Ltd. 5. Longwell Investment Pvt. Ltd. 6. A to Z Holdings Pvt. Ltd. 7. Modi Mundipharma Pvt. Ltd. 8. Jayesh Tradex Pvt Ltd. 9. Modi Industries Ltd. 10. Modi-Ecoweld Pvt. Ltd. 11. Jayesh Financial Services Private Limited 12. Modilastek Private Limited 13. G. S. Pharmbutor Private Limited
Chairmanship/ Membership of Committee*	Nil	Nil
Terms and conditions of appointment/ re- appointment	She is non-executive director and her office will be retire by rotation.	He is non-executive director and his office will be retire by rotation.
Details of Remuneration last drawn and Sought to be paid	NIL	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL	NIL
Number of Board Meetings attended as Director during the year	1	1

*Chairmanships/Memberships in Committees include only Audit Committee and Stakeholders Relationship Committee of Indian public limited companies