



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana. Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Prudential Sugar Corporation Limited ("the Company") will be held on Saturday, June 28, 2025 at 12:30 P.M. through Video Conferencing / Other Audio-Visual Means to transact the following business:

SPECIAL BUSINESS

1. **To approve the change in the 'Objects of the Issue' as mentioned at item 2 on Page 16 in the Explanatory Statement to EGM Notice dated September 24, 2024 for issue of 12500000 Equity Shares of the Company to Person(s) belonging to Non-Promoter Category on Preferential Basis**

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

"RESOLVED THAT the 'Objects of the Issue' as mentioned at item 2 on Page 16 in the Explanatory Statement to EGM Notice dated September 24, 2024, shall be substituted and considered as follows:

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

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

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

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

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



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana.Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

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

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

Sd/-

Vinod Baid

Chairman

DIN: 00010142

Date: May 30, 2025

Place: Hyderabad

NOTES:

1. Pursuant to the General Circular No 09/2023 dated 25/09/2023 and 20/2020 dated 05/05/2020 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07/10/2023 issued by Security and Exchange Board of India and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars") in this regard, companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the said Circulars, the EGM of the Company is being held through VC/OAVM. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
2. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad-500073, Telangana., which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana. Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.prudentialsugar.com.

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

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

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

The remote e-voting period begins on Wednesday, June 25, 2025 at 09:00 A.M. and ends on Friday, June 27, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Friday, June 20, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 20, 2025.

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 3 & 4 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the EGM as required under Regulation 36(3) and 36(5) of the SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana.Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.prudentialsugar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Wednesday, June 25, 2025 at 09:00 A.M. and ends on Friday, June 27, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Friday, June 20, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 20, 2025.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: “Akash Ganga”, PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana.Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad 500073, Telangana. Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

	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 a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

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

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

- 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, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad 500073, Telangana. Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- a. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- c. Now you are ready for e-Voting as the Voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad 500073, Telangana. Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ektagoswami37@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 30.05.2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 3.05.2025 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to pscl.secretarial@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to pscl.secretarial@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana.Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at pscl.secretarial@gmail.com latest by 05:00 p.m. (IST) on Wednesday, June 25, 2025.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at at pscl.secretarial@gmail.com latest by 05:00 p.m. (IST) on Wednesday, June 25, 2025. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana.Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

ANNEXURE TO THE NOTICE

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

I. Item No. 1

1. We refer to the following resolution approved by the shareholders in the Extraordinary General Meeting ('EGM') held on October 18, 2024:

Resolution No.	Resolution Title	Number of Equity Shares proposed to be issued
3.	Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis	1,25,00,000

2. The Company, at item 2 in Page 16 in the Explanatory Statement to EGM Notice dated September 24, 2024, has disclosed the "Object of the Issue" which is reproduced below for your ready reference:

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

3. However, during his speech in the General Meeting, the Chairman mentioned regarding venturing into business of Green Energy as a Green Field Project and also to financially sustain the growth of the existing business activities of the Company. The relevant extract of the proceedings disclosed to the Stock Exchanges for dissemination to public at large is reproduced below for your reference:

*"The Chairman informed Members that their Company's Board of Directors have proposed to raise funds by way of issue of 12500000 (One Lakh Twenty five) Equity Shares of Non-Promoters category on Preferential Basis at the issue Price of Rs.35 per Shares of Face Value of Rs.10 and Rs.25 premium amounting to Rs.43,75,00,000 (Rupees Forty-three Crores Seventy five lakhs) in order to make the Company financially stronger **to venture into the business of Green Energy as a Green Field Project and also to financially sustain the growth of the existing business activities of the Company.** in order to make the Company financially stronger to venture into the business of Green Energy as a Green Field Project and also to financially sustain the growth of the existing business activities of the Company."*

The regulators have deemed this to be a change in the "Objects of the Issue". In view of the same, the Stock Exchange has directed the Company to undertake e-Voting process for seeking approval of the shareholders of the Company for the changed "Objects of the Issue".

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

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

The Board accordingly recommends the Resolution set forth at Item no. 1 of the Notice for approval of the members as a Special Resolutions.

II. For Information of the Members:

1. Shareholders of the Company may also note the following amendments to the Explanatory statement to the Notice of EGM dated September 24, 2024:



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana.Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

- (a) With respect to item 8 - *The shareholding pattern of the Company before and after the proposed preferential issue of equity shares*

The said shareholding pattern before and after the proposed preferential issue including the notes to the said shareholding pattern shall be read as following:

Sr. No.	Category & Name of the Members	Pre-preferential Issue		Post-preferential Issue	
		No. of shares	% of holding	No. of shares	% of holding
A	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	5762282	17.87	5762282	12.87
	Bodies Corporate	14560138	45.14	14560138	32.54
	Sub Total (A)	20322420	63.01	20322420	45.41
2	Foreign	--	--	--	--
	Total Promoter and Promoter Group A= (A)(1)+(A)(2)	20322420	63.01	20322420	45.41
B	Public Shareholding				
1	Institutions	--	--	--	--
	Mutual Funds/	341500	1.06	341500	0.76
	Banks	12900	0.04	12000	0.03
2	Central Government/ State Government(s)/ President of India	--	--	--	--
3	Non-Institutions	--	--	--	--
	Investor Education and Protection Fund (IEPF)	--	--	--	--
	Individual share capital upto Rs. 2 Lacs	5518526	17.11	5518526	12.33
	Individual share capital in excess of Rs. 2 Lacs	3218155	9.98	8188155	18.30
4	Any Other	2838499	8.80	10368499	23.17
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	11929580	36.99	24429580	54.59
C	Non Promoter-Non Public (C)	--	--	--	--
	Grand Total	32252000	100.00	44752000	100.00

Notes:

- The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and consequent allotment of the Equity Shares of the Company by the non-promoter category.
- The pre-issue shareholding pattern is as on the latest Shareholding pattern September 20, 2024. The post issue holding of all the other shareholders is assumed to remain the same.

- (b) With respect to item 11 - *Pricing and Basis or justification for the price (including the premium, if any) that has been arrived:*

The weblink for valuation report is as follows: https://prudentialsugar.com/pdf/VSJC-Prudential_ValuationReport_Signed.pdf

- (c) With respect to item 11 – *Pricing and Basis or justification for the price (including the premium, if any) that has been arrived:*

The weblink for pricing certificate is as follows: <http://www.prudentialsugar.com/pdf/VSJC-PRICING-AND-JUSTIFICATION-REPORT.pdf>



PRUDENTIAL SUGAR CORPORATION LIMITED

CIN: L15432TG1990PLC032731

Registered Office: "Akash Ganga", PlotNo.144, 4th Floor, Srinagar Colony, Hyderabad500073, Telangana. Email-
pscl.secretarial@gmail.com. Website-www.prudentialsugar.com.

(d) With respect to item 14 – Certificate from Practicing Company Secretary:

The weblink for Certificate from Practicing Company Secretary is as follows:
<https://prudentialsugar.com/pdf/PCS%20PRICE%20CERTIFICATE.pdf>

All other contents of the Extra-Ordinary General Notice dated September 24, 2024 and Corrigendum dated October 14, 2024, save and except as modified or supplemented by this Notice, shall remain unchanged.

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

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

Sd/-

Vinod Baid

Chairman

DIN: 00010142

Date: May 30, 2025

Place: Hyderabad