



CIN: L01542KA1995PLC019046

Registered Office: 2nd & 3rd Floor, Kanakashree Arcade, CTS No.10634,
JNMC Road, Neharu Nagar, Belagavi – 590010, Karnataka

Tel: 0831-2404000 | **Fax:** 0831-2404961

Website: www.renukasugars.com | **E-mail:** groupcs@renukasugars.com / einward.ris@KFintech.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

| VOTING STARTS ON | VOTING ENDS ON |
|--------------------------------------|---------------------------------------|
| Tuesday, 10 th March 2026 | Wednesday, 8 th April 2026 |

Dear Member(s),

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), for seeking approval of the Members of Shree Renuka Sugars Limited (“the Company”/“SRSL”) to the resolutions appended below, proposed to be passed through Postal Ballot by way of voting through electronic means (“e-voting”). Accordingly, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Postal Ballot Notice (“Notice”), by electronic means only. For this purpose, the Company has availed electronic voting platform of KFin Technologies Limited, Registrar and Share Transfer Agent (“KFin”) of the Company for facilitating e-voting.

In line with the circulars issued by the Ministry of Corporate Affairs (MCA) vide General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 03/2025 dated 22nd September 2025 and any other circulars issued from time to time by MCA (collectively the “MCA Circulars”), the Notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company’s RTA i.e., KFin or Depositories as on Friday, 6th March 2026 being the cut-off date for the purpose. The communication of the assent or dissent of the Members would take place through the process of e-voting. Members may please note that the Notice will also be available on the Company’s website at www.renukasugars.com, on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

The proposed resolutions and the explanatory statement stating the facts as required in terms of Section 102 of the Act, the Listing Regulations, SS-2 and information pursuant to SEBI, vide its master circular dated 26th June 2025 and 13th October 2025 as appended hereto forms part of this Notice.

The Board of Directors of the Company has appointed CS Gaurav Kulkarni of SKGK Associates LLP, (Membership No. FCS 12834) (CP No. 15459), Practicing Company Secretaries to act as a Scrutinizer to monitor the Postal Ballot e-voting process in a fair and transparent manner and in accordance with the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014 and they have communicated their willingness to be appointed as Scrutinizer. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any person of the Company, duly authorised by the Board for the purpose, after completion of scrutiny of e-voting process in a fair and transparent manner.

The Results of Postal Ballot will be announced on or before Friday, 10th April 2026, and also be hosted on the website of the Company (www.renukasugars.com) and on the website of KFin (https://evoting.kfintech.com/). The Results will also be communicated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e, Wednesday, 8th April 2026, in terms of SS-2 issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS(S):

1. Approval for Material Related Party Transactions between Wilmar Sugar Pte. Ltd and the Company for the FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and as per the recommendation / approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into material related party transaction(s) with Wilmar Sugar Pte. Ltd., as per details given below and as set out in the explanatory statement annexed to this Notice.

| Sr. No. | Name of Related Party/ Entity | Nature of Relationship | Nature and Particulars of Contract | Duration | Amount (Rs. in Crore) |
|---------|---------------------------------|--|---|------------|-----------------------|
| 1 | Wilmar Sugar Pte. Ltd. ("WSPL") | WSPL & the Company are Subsidiaries of the same holding company, Wilmar Sugar and Energy Pte. Ltd. | <ul style="list-style-type: none"> Purchase of Raw Sugar Sale of Sugar (both Raw and White Sugar) and other Sugar related products covered under chapter 17 of HS Code OTC Commodity derivative products and Commodity futures derivatives | FY 2026-27 | 20,625/- |

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred on it as they may deem fit to any Committee of the Board and/ or Director(s) and/ or officer(s) / employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard."

2. Approval for Material Related Party Transactions between Wilmar Sugar India Private Limited and the Company for the FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and as per the recommendation / approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into material related party transaction(s) with Wilmar Sugar India Private Limited, as per details given below and as set out in the explanatory statement annexed to this Notice.

| Sr. No. | Name of Related Party/ Entity | Nature of Relationship | Nature and Particulars of Contract | Duration | Amount (Rs. in Crore) |
|---------|--|--|--|------------|-----------------------|
| 1 | Wilmar Sugar India Private Limited ("WSIPL") | WSIPL is subsidiary of Wilmar Sugar Pte. Ltd. ("WSPL"). WSPL and the Company are subsidiaries of Wilmar Sugar and Energy Pte. Ltd. | <ul style="list-style-type: none"> Purchase of Sugar (Both Raw and White Sugar) and other sugar related products covered under chapter 17 of HS Code RoDTEP Scrips Purchase Charging salary of SRSL employee to WSIPL | FY 2026-27 | 3,002/- |

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred on it as they may deem fit to any Committee of the Board and/ or Director(s) and/ or officer(s) / employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

3. Approval for Material Related Party Transactions between Wilmar Agri Trading DMCC and the Company for the FY 2026-27

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

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and as per the recommendation / approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into material related party transaction(s) with Wilmar Agri Trading DMCC, as per details given below and as set out in the explanatory statement annexed to this Notice.

| Sr. No. | Name of Related Party/ Entity | Nature of Relationship | Nature and Particulars of Contract | Duration | Amount (Rs. in Crore) |
|----------------|--------------------------------------|--|---|-----------------|------------------------------|
| 1 | Wilmar Agri Trading DMCC (“WATD”) | WATD & the Company are Subsidiaries of the same holding company, Wilmar Sugar and Energy Pte. Ltd. | Sale of Sugar (both Raw and White Sugar) and other sugar related products covered under chapter 17 of HS Code | FY 2026-27 | 2,000/- |

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred on it as they may deem fit to any Committee of the Board and/ or Director(s) and/ or officer(s) / employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors
For Shree Renuka Sugars Limited

Sd/-
Deepak Manerikar
Company Secretary

05th February 2026, Mumbai

Regd. Office:

2nd and 3rd Floor, Kanakshree Arcade,
CTS No. 10634, JNMC Road, Nehru Nagar,
Belgavi 590010, Karnataka

CIN: L01542KA1995PLC019046

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act and SS-2 and information pursuant to SEBI, vide its master circular dated 26th June 2025 and 13th October 2025, in respect of the Special Businesses is given in the Notice.
2. In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on cut-off date i.e. Friday, 6th March 2026, received from the Depositories and whose e-mail address is registered with the Registrar and Transfer Agent or Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically through KFin. The instructions for e-voting are provided as part of this Notice.
4. This Notice will also be available on the Company's website at www.renukasugars.com, website 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 on the website of KFin at <https://evoting.kfintech.com>.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Friday, 6th March 2026, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the cut-off date i.e. Friday, 6th March 2026, should treat this Notice for information purpose only.
7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 6th March 2026.
8. The remote e-voting period shall commence on Tuesday, 10th March 2026, at 9:00 A.M. (IST) and ends on Wednesday, 8th April 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 8th April 2026.
10. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and also be published on the Company's website at www.renukasugars.com.
11. All the documents referred to in this Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at groupcs@renukasugars.com or on einward.ris@kfintech.com.
12. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date i.e, Friday, 6th March 2026 shall be eligible to cast their votes through postal ballot by remote e-Voting. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
13. It is however, clarified that all members of the Company as on the Cut-off Date, i.e, Friday, 6th March 2026 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
14. It is clarified that if a member fails to provide or update the relevant email ID to the Company or to the Depository Participants, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.renukasugars.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

15. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 as per below:
- Members holding shares in physical form need to provide documents to the Company's RTA, in prescribed form ISR-1 and other forms as per the instructions mentioned in the form. The formats can be downloaded from the RTA's website at Corporate Registry Services | Business Registry | Companies Registry | KFinTech or from the Company's.
 - Members holding shares in dematerialized form need to provide the requisite documents to their respective Depository Participants as per the procedure prescribed by them.
16. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI Listing Regulations and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.
17. Procedure for E-voting:

(i) E-voting Facility:

- The Company is providing e-voting facility of KFin to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- The remote e-voting period shall commence on Tuesday, 10th March 2026, at 9:00 A.M. (IST) and end on Wednesday, 8th April 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
- The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) Information And Instructions Relating To E-Voting:

- Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.**
- Information and instructions for e-voting by Individual shareholders holding shares of the Company in demat mode:**

As per the SEBI Master Circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

- (a) Login method for Individual shareholders holding securities in demat mode is given below:**

| Type of Member | Login Method |
|--|--|
| Individual Members holding equity shares in demat mode with NSDL | A. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: |
| | i. Visit the e-services website of NSDL https://eservices.nSDL.com either on a personal computer or on a mobile. |
| | ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. |
| | iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. |
| | iv. Click on Company name or e-voting service provider i.e. KFinTech. |

| Type of Member | Login Method |
|---|--|
| | v. Members will be re-directed to KfinTech's website for casting their vote during the remote e-voting period. |
| | B. Users not registered under IDeAS e-Services: i. Visit https://eservices.nSDL.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp . iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Point No. A above to cast your vote. |
| | C. By visiting the e-voting website of NSDL: i. Visit the e-voting website of NSDL https://www.evoting.nSDL.com/ . ii. 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. iii. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. v. Click on company or e-voting service provider name i.e. KfinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period. |
| | vi. Members can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| Individual Members holding equity shares in demat mode with CDSL | A. Existing user who has opted for Electronic Access To Securities Information ("Easi / Easiest") facility: i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com ii. Click on New System Myeasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KfinTech e-voting portal and will be redirected to the e-voting page of KfinTech to cast their vote without any further authentication. |
| | B. Users who have not opted for Easi/Easiest: i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. |

| Type of Member | Login Method |
|---|--|
| | iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. |
| | C. By visiting the e-voting website of CDSL: i. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select KfinTech. v. Members will be re-directed to the e-voting page of KfinTech to cast their vote without any further authentication. |
| Individual Members (holding equity shares in demat mode) logging through their depository participants | i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Company's name or KfinTech. v. Members will be redirected to e-voting website of KfinTech for casting their vote during the remote e-voting period without any further authentication. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

| Members facing any technical issue - NSDL | Members facing any technical issue - CDSL |
|---|---|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 022-4886 7000 / 022-2499 7000 | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33. |

(b) Login method for remote e-voting for Members other than Individual's holding shares in demat mode and Members holding equity shares in physical mode.

(i) Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KfinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: [https:// evoting.KfinTech.com/](https://evoting.KfinTech.com/)
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KfinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in

case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., "9480" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Friday, 6th March 2026, under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date i.e. Friday, 6th March 2026. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(II) Members whose email IDs are not registered with the Company/Depository Participants and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address, thereby not being in receipt of the Notice and e-voting instructions, may get their email address and mobile number submitted with KfinTech by following the below steps:

Through electronic mode with e-sign by following the link: <https://ris.KfinTech.com/clientservices/isc/default.aspx>.

Detailed FAQ can be found on the link: <https://ris.KfinTech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@KfinTech.com.
- iii. Alternatively, Members may send an e-mail request at the email id einward.ris@KfinTech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- v. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.KfinTech.com> or call KFin Technologies Limited on 1800 309 4001 (toll free).

18. Contact details for addressing e-voting grievances:

Mr. Ganesh Chandra Patro, Deputy Vice President, M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana Phone No.: + 914067161630 Toll-free No.: 1800-309-4001 E-mail: einward.ris@KfinTech.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Item No. 1 to 3

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, mandates prior approval of Members of the Company by way 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 the business of the concerned Company and at an arm’s length basis.

Pursuant to Regulation 23 of the Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company provided the annual consolidated turnover of the Company is up to Rs. 20,000 Crore. The annual consolidated turnover of the Company for the financial year 2024-25 was Rs. 10,914 Crores.

Accordingly, the Company is required to comply with Regulation 23 of the Listing Regulations with respect to material related party transactions proposed to be undertaken during financial year 2026-27.

Further, SEBI vide its circular dated June 26, 2025 has introduced the revised Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (‘Standards’) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated November 11, 2024 (‘SEBI Circular’). The Industry Standards were further amended by SEBI vide its Circular dated October 13, 2025.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Executive Directors and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) are not prejudicial or unfavorable for the Company. The Members are requested to note that the proposed transactions are in the interest of the Company. Further the justification pertaining to each transaction is separately provided in the table below in the explanatory statement.

Details of the proposed transactions with the related parties which are likely to exceed the above-mentioned materiality threshold, are as follows:

Item No.1: Approval for Material Related Party Transactions between Wilmar Sugar Pte. Ltd and the Company for the FY 2026-27

| Sr. no. | Particulars of the information | Details |
|-------------|---|--|
| A | Details of the related party and transactions with the related party | |
| A(1) | Basic Details of the related party | |
| 1 | Name | Wilmar Sugar Pte. Ltd. (“WSPL”) |
| 2 | Country of incorporation | Singapore |
| 3 | Nature of business | Sugar Trading |
| 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 - including nature of its concern (financial or otherwise) and the following: | WSPL and SRSL (the Company) are subsidiaries of the same holding company, Wilmar Sugar and Energy Pte. Ltd., Singapore |
| (a) | Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | Nil |
| (b) | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not applicable as WSPL is a Company incorporated in Singapore |

| Sr. no. | Particulars of the information | Details | | | | | | | | | | | | | | |
|---|--|---|------------------------|------------------------|---------|----------|--------------------------------|----------|----------------|------|---|--------|-----------------------------|----------|--------------|-----------------|
| (c) | Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Nil | | | | | | | | | | | | | | |
| <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p> | | | | | | | | | | | | | | | | |
| 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. | <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Amount (Rs. In Crores)</th> </tr> </thead> <tbody> <tr> <td>• Sales</td> <td>2,179.48</td> </tr> <tr> <td>• Purchase of goods & services</td> <td>5,988.09</td> </tr> <tr> <td>• Other income</td> <td>1.58</td> </tr> <tr> <td>• Interest expense on Advances & Others</td> <td>220.94</td> </tr> <tr> <td>• OTC Commodity Derivatives</td> <td>1,162.70</td> </tr> <tr> <td>Total</td> <td>9,552.79</td> </tr> </tbody> </table> | Nature of transaction | Amount (Rs. In Crores) | • Sales | 2,179.48 | • Purchase of goods & services | 5,988.09 | • Other income | 1.58 | • Interest expense on Advances & Others | 220.94 | • OTC Commodity Derivatives | 1,162.70 | Total | 9,552.79 |
| | | Nature of transaction | Amount (Rs. In Crores) | | | | | | | | | | | | | |
| | | • Sales | 2,179.48 | | | | | | | | | | | | | |
| | | • Purchase of goods & services | 5,988.09 | | | | | | | | | | | | | |
| | | • Other income | 1.58 | | | | | | | | | | | | | |
| | | • Interest expense on Advances & Others | 220.94 | | | | | | | | | | | | | |
| • OTC Commodity Derivatives | 1,162.70 | | | | | | | | | | | | | | | |
| Total | 9,552.79 | | | | | | | | | | | | | | | |
| 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 (April 25 - Dec 25) immediately preceding the quarter in which the approval is sought. | Rs. 5,255.95 Crs. | | | | | | | | | | | | | | |
| 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 three financial years. | Nil | | | | | | | | | | | | | | |
| 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. 20,625 Crs. | | | | | | | | | | | | | | |
| 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? | The transactions for which approval is sought is for the financial year 2026-27, hence, this clause is not applicable | | | | | | | | | | | | | | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. | 189% | | | | | | | | | | | | | | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction). | NA | | | | | | | | | | | | | | |
| 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 immediately preceding financial year, if available. | 28.80% | | | | | | | | | | | | | | |

| Sr. no. | Particulars of the information | Details | | |
|---------|---|------------------------|---------------|---------------|
| | | Particulars | in USD' Crore | in INR' Crore |
| 6 | Financial performance of the related party for the immediately preceding financial year i.e., FY 2024 Note: Reporting year of the related party is January - December. The financial figures are for FY2024, latest audited. As per RBI, exchange rate considered is Rs.85.62. | | | |
| | | Standalone Turnover | Nil | Nil |
| | | Standalone Net Worth | 43.59 | 3732.41 |
| | | Standalone Net Profits | Nil | Nil |

Nature of transaction: Purchase of Raw Sugar

| A(5) | Basic details of the proposed transaction | |
|------|---|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Raw Sugar |
| 2 | Details of the proposed transaction | <p>Price: The price is indexed to Intercontinental Exchange (ICE) New York Sugar No. 11 contract and the relevant market premium/discount on the date of contract.</p> <p>Terms: Cost and Freight (CFR) / Free On Board (FOB) / Cost Insurance and Freight (CIF)</p> <p>Payments: Maximum credit period of 180 days starting from the date of Bill of Lading date (BL) or at a later date. (as mutually agreed between the parties).</p> <p>Debit Note for Interest: Since credit is extended, Interest is applicable for the credit period @ SOFR + 250 Bps subject to applicable withholding taxes.</p> <p>Demurrage/despatch charges: Based on the contract terms.</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 st April 2026 to 31 st March 2027 |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 11,720 Crs. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>WSPL is subsidiary of Wilmar Sugar and Energy Pte. Ltd., Ltd. which is a subsidiary of Wilmar International Limited ("Wilmar"). Wilmar is Asia's leading agribusiness company listed in Singapore and has investments in sugar operating assets in Australia, New Zealand, Saudi Arabia, Indonesia and India.</p> <p>For refining activities, the Company needs to import raw sugar from the world market through commodity traders. WSPL is one of world's largest sugar commodity trader with presence in all the key sugar producing countries i.e. Brazil, Mexico, Thailand, Australia and other trading offices in Geneva, Dubai & Singapore. With its overall flows, WSPL is able to provide the Company option to purchase from various origins and flexibility in terms of payment, thus, assuring continuous supply of sugar at competitive prices.</p> |

| | | |
|---|---|--|
| | | <p>Entering into transactions with WSPL is in the interest of the Company for the following reasons:</p> <p>1) Operational Efficiency: WSPL's established global trading network and expertise in the sugar market enables efficient sourcing of raw sugar from multiple origins, lower lead time ensuring timely procurement.</p> <p>2) Supply Chain Reliability: Through its strong relationships with producers and presence across key sugar-producing regions, WSPL is able to ensure continuous and reliable supply of raw sugar, thereby reducing procurement risks</p> <p>3) Strategic Advantage: Being part of the Wilmar group provides the Company access to a well-integrated global supply chain, market research and enables better procurement planning and responsiveness to global price movements.</p> <p>4) Competitive Pricing and Commercial Flexibility: Due to its large global trading volumes and market presence, WSPL is able to offer competitive pricing and flexible commercial terms, including options with respect to origin and payment structures, which are beneficial for the Company.</p> |
| 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. | None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party. The common directorships and shareholding of the directors in the related party are as given below: |
| a | Name of the director / KMP | Mr. Jean-Luc Bohbot - Non-Executive Director Mr. Kuok Khoon Hong - Non-Executive Director Mr. Charles Loo Cheau Leong - Non-Executive Director |
| b | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Jean-Luc Bohbot holds 9.97% (indirectly) in WSPL. Mr. Charles holds 0.004% (indirectly) in WSPL. Mr. Kuok Khoon Hong holds 12.039% (indirectly) in WSPL. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |

| B | Details for specific transactions | |
|-------------|---|---|
| B(1) | Sale, purchase or supply of goods or services or any other similar business transactions and trade advances | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). |
| 2 | Basis of determination of price. | The price is indexed to Intercontinental Exchange (ICE) New York Sugar No. 11 contract which is the globally accepted benchmark for raw sugar pricing. The final price is derived by applying the relevant market premium or discount prevailing on the date of the contract, which reflects factors such as origin, quality specifications, freight, logistics and other commercial terms. Accordingly, the pricing mechanism is benchmark-linked and market driven and is consistent with pricing terms generally applicable for similar transactions with any third parties in the international sugar trade. |
| 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: | In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable. |
| | a. Amount of Trade advance | |
| | b. Tenure | |
| | c. Whether same is self-liquidating? | |

Nature of transaction: Sale of Sugar

| A(5) | Basic details of the proposed transaction | |
|-------------|---|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Sale of Sugar (both Raw and White Sugar) and other sugar related products covered under chapter 17 of HS Code |
| 2 | Details of the proposed transaction | Price: The price is indexed to Intercontinental Exchange (ICE) London Sugar No. 5 contract and the relevant market premium/discount on the date of contract Terms: Cost and Freight (CFR) / Free On Board (FOB) / Cost Insurance and Freight (CIF) Receipts: Cash against documents Demurrage/despatch charges: Based on the contract terms. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 st April 2026 to 31 st March 2027 |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs.6,280 Crs. |

| | | |
|-------------|---|---|
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | WSPL is one of the largest sugar commodity traders with trade-flows in all the key sugar deficit countries (like Middle East, Sudan, East Africa, Sri Lanka, Bangladesh etc.,). This enables the Company to export white sugar to destination countries, enhancing its reach to wider markets and mitigating risk. |
| 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. | None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/ KMP positions and/or shareholding held in related party. The common directorships and shareholding of the directors in the related party are as given below: |
| a | Name of the director / KMP | Mr. Jean-Luc Bohbot - Non-Executive Director Mr. Kuok Khoon Hong - Non-Executive Director Mr. Charles Loo Cheau Leong - Non-Executive Director |
| b | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Jean-Luc Bohbot holds 9.97% (indirectly) in WSPL. Mr. Charles holds 0.004% (indirectly) in WSPL. Mr. Kuok Khoon Hong holds 12.039% (indirectly) in WSPL. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |
| B | Details for specific transactions | |
| B(1) | Sale, purchase or supply of goods or services or any other similar business transactions and trade advances | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). |
| 2 | Basis of determination of price. | The price is indexed to Intercontinental Exchange (ICE) London Sugar No. 5 contract which is the globally accepted benchmark for white sugar pricing. The final price is derived by applying the relevant market premium or discount prevailing on the date of the contract, which reflects factors such as origin, quality specifications, freight, logistics and other commercial terms. Accordingly, the pricing mechanism is benchmark-linked and market driven, and is consistent with pricing terms generally applicable for similar transactions with any third parties in the international sugar trade. |
| 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? | |

Nature of transaction: OTC trading

| A(5) | Basic details of the proposed transaction | |
|------|---|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | OTC Commodity derivative products and Commodity futures derivatives |
| 2 | Details of the proposed transaction | To hedge the commodity price risk of raws and white sugar through futures, derivatives, options and Over the counter (OTCs) products indexed to Intercontinental Exchange (ICE) New York No. 11 contract or Intercontinental Exchange (ICE) London No. 5. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 st April 2026 to 31 st March 2027 |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 2,625 Crs. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>Efficient Risk Management: Hedging through globally recognized sugar benchmarks enables the Company to effectively manage and mitigate price volatility in the international sugar market, thereby protecting margins.</p> <p>Higher market liquidity: ICE sugar contracts are among the most actively traded global sugar benchmarks, providing liquidity and enabling the Company to enter and exit hedge positions efficiently without significant market impact.</p> <p>Low cost of hedging operation: Access to exchange-linked and OTC hedging instruments allows the Company to execute hedging strategies at competitive costs.</p> <p>Operational planning: By hedging price exposure linked to raw and refined sugar, the Company is able to stabilize input costs and reduce the impact of price fluctuations in the international market.</p> |
| 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. | None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party. The common directorships and shareholding of the directors in the related party are as given below: |
| a | Name of the director / KMP | <p>Mr. Jean-Luc Bohbot - Non-Executive Director</p> <p>Mr. Kuok Khoon Hong - Non-Executive Director</p> <p>Mr. Charles Loo Cheau Leong - Non-Executive Director</p> |

| | | |
|-------------|---|--|
| b | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Jean-Luc Bohbot holds 9.97% (indirectly) in WSPL. Mr. Charles holds 0.004% (indirectly) in WSPL. Mr. Kuok Khoon Hong holds 12.039% (indirectly) in WSPL. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |
| B | Details for specific transactions | |
| B(1) | Sale, purchase or supply of goods or services or any other similar business transactions and trade advances | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). |
| 2 | Basis of determination of price. | Prevailing price in the market on the date of trade indexed to Intercontinental Exchange (ICE) New York Sugar No. 11 or London commodity exchanges (L.C.E). |
| 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? | |

Item No.2: Approval for Material Related Party Transactions between Wilmar Sugar India Private Limited and the Company for the FY 2026-27

| Sr. no. | Particulars of the information | Details |
|-------------|---|--|
| A | Details of the related party and transactions with the related party | |
| A(1) | Basic Details of the related party | |
| 1 | Name | Wilmar Sugar India Private Limited ("WSIPL") |
| 2 | Country of incorporation | India |
| 3 | Nature of business | Trading of sugar and other sugar products |
| 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 - including nature of its concern (financial or otherwise) and the following: | WSIPL is subsidiary of Wilmar Sugar Pte. Ltd. ("WSPL"). WSPL and the Company are subsidiaries of the same holding company, i.e. Wilmar Sugar and Energy Pte. Ltd., Singapore |
| (a) | Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | Nil |
| (b) | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | No |
| (c) | Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Nil |

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control.

While calculating indirect shareholding, shareholding held by relatives shall also be considered.

| Sr. no. | Particulars of the information | Details | |
|-------------|--|---|-----------------------------------|
| 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. | Nature of transaction | Amount (Rs. In Crores) |
| | | • Rental income | 0.50 |
| 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 (April 25 - Dec 25) immediately preceding the quarter in which the approval is sought. | Rs. 0.01 Crore | |
| 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 three financial years. | Nil | |
| 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.3,002 Crs. | |
| 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? | NA | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. | 27.51% | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction). | Since the turnover of WSIPL for FY 2024-25 was Nil, percentage value of the proposed transaction cannot be determined. | |
| 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 immediately preceding financial year, if available. | Since, the turnover of WSIPL for FY 2024-25 was Nil, percentage value of the proposed transaction cannot be determined. | |
| 6 | Financial performance of the related party for the immediately preceding financial year i.e., FY 2024-25 | Standalone Turnover | Nil |
| | | Standalone Net Worth | Rs. 22.47 Crs. |
| | | Standalone Net Profits | Rs. 0.07 Crs. |

Nature of transaction: Purchase of Sugar

| A(5) | Basic details of the proposed transaction | |
|-------------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of Sugar (Both Raw and White Sugar) and other sugar related products covered under chapter 17 of HS Code |
| 2 | Details of the proposed transaction | Material terms and conditions are based on the contracts which, inter-alia, include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s). |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 st April 2026 to 31 st March 2027 |
| 4 | Whether omnibus approval is being sought? | Yes |

| | | |
|-------------|---|---|
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs.3,000 Crs. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>WSIPL is subsidiary of Wilmar International Limited ("Wilmar"). Wilmar is Asia's leading agribusiness company listed in Singapore and has investments in sugar operating assets in Australia, New Zealand, Saudi Arabia, Indonesia and India.</p> <p>WSIPL manages sugar origination from Indian domestic markets for exports. It is one of the leading traders in India with strong track record of performance.</p> <p>The domestic procurement market for sugar in India is very fragmented and requires expertise to handle the origination of sugar from Indian markets and to manage large number of suppliers with varied payment terms. Working with WSIPL gives the Company ability to source sugar at competitive rates under standard terms and just-in-time inventory to manage the overall inventories and working capital.</p> |
| 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. | None of the Directors, Key Managerial Personnel (KMP) of the Company are in any way, concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions held. The common directorships are as given below. |
| a | Name of the director / KMP | Mr. Jean-Luc Bohbot - Non-Executive Director Mr. Ravi Gupta - Executive Director |
| b | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Jean-Luc Bohbot holds 9.87 % (indirectly) in WSIPL. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |
| B | Details for specific transactions | |
| B(1) | Sale, purchase or supply of goods or services or any other similar business transactions and trade advances | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). |
| 2 | Basis of determination of price. | Based on market price |
| 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: | In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable. |
| | a. Amount of Trade advance | |
| | b. Tenure | |
| | c. Whether same is self-liquidating? | |

Nature of transaction: Purchase of RoDTEP scrips

| A(5) | Basic details of the proposed transaction | |
|-------------|---|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | RoDTEP scrips Purchase |
| 2 | Details of the proposed transaction | Based on market prices |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 st April 2026 to 31 st March 2027 |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 1 Cr. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | RoDTEP (Refund of Duties and Taxes on Exported Products) is a flagship export promotion scheme of the Ministry of Commerce of the Government of India. The scheme aims to refund the exporters the embedded central, state and local duties and taxes paid on inputs that were so far not refunded or rebated. The Company gets to utilise the unutilized duty drawback available with WSIPL at competitive rates, which helps save its cash flow on customs duties. The said transaction is in the ordinary course of business and on an arm's length basis. |
| 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. | None of the Directors, Key Managerial Personnel (KMP) of the Company are in any way, concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions held. The common directorships are as given below. |
| a | Name of the director / KMP | Mr. Jean-Luc Bohbot - Non-Executive Director Mr. Ravi Gupta - Executive Director |
| b | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Jean-Luc Bohbot holds 9.87 % (indirectly) in WSIPL. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |
| B | Details for specific transactions | |
| B(1) | Sale, purchase or supply of goods or services or any other similar business transactions and trade advances | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). |
| 2 | Basis of determination of price. | Based on market prices. |
| 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? | |

Nature of transaction: Charging salary of a SRSL's employee to WSIPL

| A(5) | Basic details of the proposed transaction | |
|-------------|---|---|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Charging salary of a SRSL's employee who provides services to WSIPL. |
| 2 | Details of the proposed transaction | Actual salary to be paid to the SRSL employee will be charged to WSIPL. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 st April 2026 to 31 st March 2027 |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 1 Cr. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | SRSL has deployed one of its employees in WSIPL to assist in WSIPL's business operations on a full-time basis enabling efficient execution of its activities. As per the agreed terms, all costs, expenses and charges incurred in relation to the said employee are fully reimbursed by WSIPL. Accordingly, the arrangement ensures optimal utilization of resources while ensuring that SRSL does not bear any financial burden for the services provided. Therefore, the proposed transaction is in the interest of the Company as it enables effective resource deployment while ensuring full recovery of associated costs. |
| 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. | None of the Directors, Key Managerial Personnel (KMP) of the Company are in any way, concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions held. The common directorships are as given below. |
| a) | Name of the director / KMP | Mr. Jean-Luc Bohbot - Non-Executive Director Mr. Ravi Gupta - Executive Director |
| b) | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Jean-Luc Bohbot holds 9.87 % (indirectly) in WSIPL. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |
| B | Details for specific transactions | |
| B(1) | Sale, purchase or supply of goods or services or any other similar business transactions and trade advances | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). |
| 2 | Basis of determination of price. | Actual salary to be paid to the employee will be charged to WSIPL. |
| 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? | |

Item No.3: Approval for Material Related Party Transactions between Wilmar Agri Trading DMCC and the Company for the FY 2026-27

| Sr. no. | Particulars of the information | Details | |
|--|---|--|-------------------------------|
| A | Details of the related party and transactions with the related party | | |
| A(1) | Basic Details of the related party | | |
| 1 | Name | Wilmar Agri Trading DMCC ("WATD") | |
| 2 | Country of incorporation | Dubai | |
| 3 | Nature of business | Trading of sugar, flour, ghee and vegetable oil, grains, cereals and legumes, non-edible oil and chemical fertilizers. | |
| 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 - including nature of its concern (financial or otherwise) and the following: | WATD & Company are Subsidiaries of the same holding company, Wilmar Sugar and Energy Pte. Ltd., Singapore | |
| (a) | Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | Nil | |
| (b) | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not applicable as Wilmar Agri Trading DMCC is a Company incorporated in Dubai | |
| (c) | Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Nil | |
| Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control. | | | |
| While calculating indirect shareholding, shareholding held by relatives shall also be considered. | | | |
| 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. | Nature of transaction | Amount (Rs. In Crores) |
| | | • Sales | 13.92 |
| 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 (April 25 - Dec 25) immediately preceding the quarter in which the approval is sought. | Rs.159.49 Crs. | |
| 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 three financial years. | Nil | |
| 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.2,000 Crs. | |
| 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? | NA | |

| Sr. no. | Particulars of the information | Details | | |
|---------|---|--|----------------------|----------------------|
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. | 18.32% | | |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction). | NA | | |
| 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 immediately preceding financial year, if available. | 35.19% (as per Standalone turnover) | | |
| 6 | Financial performance of the related party for the immediately preceding financial year i.e., FY 2024 Note: Reporting year of the related party is January - December. The financial figures are for FY2024, latest audited. As per RBI, exchange rate considered is Rs.85.62. | Particulars | in USD' Crore | in INR' Crore |
| | | Standalone Turnover | 66.37 | 5683.02 |
| | | Standalone Net Worth | 0.22 | 18.65 |
| | | Standalone Net Profits | 0.29 | 25.35 |

Nature of transaction: Sale of Sugar

| A(5) | Basic details of the proposed transaction | |
|------|---|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Sale of Sugar (both Raw and White Sugar) and other sugar related products covered under chapter 17 of HS Code |
| 2 | Details of the proposed transaction | <p>Sale of Sugar (Both Raw and White Sugar) Price: The price prevailing on the date of contract indexed to London Sugar No. 5 or NEW YORK SUGAR No. 11 on International Commodity Exchange (ICE).</p> <p>Terms: Cost and Freight (CFR) / Free On Board (FOB) / Cost Insurance and Freight (CIF).</p> <p>Payments: Cash against Documents/ advance payment.</p> <p>Demurrage charges: based on the contract terms</p> |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 st April 2026 to 31 st March 2027 |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs.2,000 Crs. |

| | | |
|-------------|---|---|
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Wilmar Agri Trading DMCC ("WATD") is subsidiary of Wilmar International Ltd. ("Wilmar"). Wilmar is Asia's leading agribusiness company listed in Singapore and has investments in sugar operating assets in Australia, New Zealand, Saudi Arabia, Indonesia and India. WATD is one of the leading trader in the Middle East and North Africa (MENA) countries. This enables the Company to export the white sugar to destination countries enhancing its reach to wider markets and mitigating risk. |
| 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. | None of the Directors, Key Managerial Personnel (KMP) of the Company are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions held. The common directorships are as given below. |
| a | Name of the director / KMP | Mr. Jean-Luc Bohbot - Non-Executive Director Mr. Charles Loo Chau Leong - Non-Executive Director |
| b | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Jean-Luc Bohbot holds 9.97% (indirectly) in WATD. Mr. Charles holds 0.004% (indirectly) in WATD. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9 | Other information relevant for decision making. | NA |
| B | Details for specific transactions | |
| B(1) | Sale, purchase or supply of goods or services or any other similar business transactions and trade advances | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). |
| 2 | Basis of determination of price. | The price prevailing on the date of contract indexed to London Sugar No. 5 or NEW YORK SUGAR No 11 on International Commodity Exchange(ICE). The price is indexed to Intercontinental Exchange (ICE) London Sugar No. 5 or New York Sugar No. 11 contract whichever is applicable is the globally accepted benchmark for white sugar and raw sugar pricing. The final price is derived by applying the relevant market premium or discount prevailing on the date of the contract, which reflects factors such as origin, quality specifications, freight, logistics and other commercial terms. Accordingly, the pricing mechanism is benchmark-linked and market driven, and is consistent with pricing terms generally applicable for similar transactions with unrelated third parties in the international sugar trade. |

| | | |
|---|---|----|
| 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 aforesaid transactions are in furtherance of the business activities and are in accordance with the applicable laws, therefore, in the interest of the Company. In the financial year 2026-27, the aforementioned transactions, individually or in aggregate may cross the applicable materiality thresholds under Regulation 23 of the Listing Regulations. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for grant of authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all these Related Party Transactions to be undertaken (whether individual transaction or transactions taken together or series of transactions or otherwise) with the related parties, as fresh and independent transaction(s) or otherwise, in the financial year 2026-27. The above transactions are in the ordinary course of business of the Company, except charging salary of SRSIL employee to WSIPL, and on an arm's length basis.

After considering the details on RPT(s) as placed by the Management, the Independent Directors of the Audit Committee have granted approval to enter into RPTs at its meeting held on 04th February 2026 with the related parties during FY 2026-27. The Committee has noted that the said transactions will be on an arm's length basis, except charging salary of SRSIL employee to WSIPL, and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Accordingly, the Board has considered the proposal at its meeting held on 05th February 2026 and recommends passing of the resolution contained in Item No. 1 to 3 of the Notice by way of an ordinary resolution.

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions' will be placed before the Shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Save and except for the common directorship and/or shareholding interest, if any, held by them, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said resolutions.

The Members may please note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolution under this Item No. 1 to 3.

By Order of the Board of Directors
For Shree Renuka Sugars Limited

Sd/-
Deepak Manerikar
Company Secretary

05th February 2026, Mumbai

Regd. Office:

2nd and 3rd Floor, Kanakshree Arcade,
CTS No. 10634, JNMC Road, Nehru Nagar,
Belgavi 590010, Karnataka

CIN: L01542KA1995PLC019046