



TRUALT BIOENERGY LIMITED

CIN: L15400KA2021PLC145978

Registered Office: Survey No. 166, Mudhol Road, Kulali, Cross, Jamkhandi, Bagalkot, Karnataka, 587313
Corporate Office: 15th Floor, Unit No. N-1504, World Trade Centre, Brigade Gateway Campus, No. 26/1, Dr. Rajkumar Road, Malleswaram West, Bengaluru- 560055, Karnataka, India.
Email: contact@trualtbioenergy.com, **Website:** www.trualtbioenergy.com **Phone:** 080-23255000

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014

To the Members of the Company,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”), Government of India, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India, hereinafter collectively referred to as the (“**Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company (as on the Cut-off Date (as defined below)) (“**Members**”), through postal ballot (the “**Postal Ballot**”) only by way of remote e-voting (“**e-voting**”) process.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors has appointed Mr. Deepak Sadhu, a Practicing Company Secretaries (Membership No.: 39541 and COP No.: 14992), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depositories Limited (“**NSDL**”) as the agency to provide e-voting facility.

In compliance with MCA Circulars, this Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / Beneficial Owners as on Friday, June 5, 2026, (“**Cut-Off Date**”) received from the Depositories and whose email address are registered with the Company / Depositories. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members, and no physical ballot forms will

be accepted.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	9:00 a.m. (IST) on Wednesday, June 10, 2026
End of e-voting	5:00 p.m. (IST) on Thursday, July 9, 2026

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or Managing Director of the Company or to any other person so authorized. The results of e-voting will be announced on or before Saturday, July 11, 2026, and will be displayed on the Company's website at www.trualtbioenergy.com and the website of NSDL at evoting.nsdl.com and the registered office of the Company. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

1. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) TO BE ENTERED INTO WITH NIRANI SUGARS LIMITED FOR THE FINANCIAL YEAR 2026-27 AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, the applicable provisions of the Companies Act, 2013 (‘Act’) read with rules framed thereunder if any (including any statutory modification(s) or amendments or re-enactment(s) thereof for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), to continue with the existing contracts/arrangements/transactions and/ or enter into and/or execute new contracts/arrangements/ transactions (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Nirani Sugars Limited, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Nirani Sugars Limited, for an aggregate value up to Rs. 2,500 Crores, for purchase/sale of goods/materials, and other transactions for the purpose of business, entered/to be entered into during FY 2026-27, subject to such contracts/arrangements/ transactions being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contracts, schemes, agreements and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to,

without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director or Key Managerial Personnel or any other officer or the Authorized Representative of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing Resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of
Trualt Bioenergy Limited**

Sd/-

Monu Kumar

Company Secretary and Compliance Officer

M. No.: A38853

Date: 22/05/2026

Bangalore, Karnataka

Registered Office:

Survey No. 166, Mudhol Road, Kulali, Cross, Jamkhandi, Bagalkot, Karnataka, 587313

CIN: L15400KA2021PLC145978

Website: www.trualtbioenergy.com

E-mail: contact@trualtbioenergy.com

Tel.: 080 23255000

NOTES:

- 1) A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
- 2) In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on Friday, June 5, 2026 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
- 3) A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company’s RTA. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system
- 4) The Company has engaged the services of National Securities Depositories Limited (“**NSDL**”) as the agency to provide e-voting facility.
- 5) This Postal Ballot Notice will also be available on the Company’s website at www.truealtbioenergy.com 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 on the website of NSDL at www.evoting.nsdl.com.
- 6) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting, i.e. July 9, 2026. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
- 7) SEBI has mandated the submission of Permanent Account Number (“**PAN**”), KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023 and November 17, 2023, by every participant in securities market. Members holding shares in demat form are therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.
- 8) As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members with respect to the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same

in Form SH-14. The forms can be downloaded from the RTA's website. Members are requested to submit the said form to their Depository Participants ("DPs") in case the shares are held in electronic form and to the Registrar at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. in case the shares are held in physical form, quoting your folio number.

- 9) 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 (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode if any, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of RTA at https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3 duly filled and signed along with requisite supporting documents to Bigshare Services Pvt. Ltd. at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
- 10) Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, 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, should treat this Postal Ballot Notice for information purpose only. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
- 11) Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 12) It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email address 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.
- 13) It is clarified that if a member fails to provide or update the relevant email address to the Company or its RTA or to the DP, 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 and on the website of the NSDL and Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email address are not registered with the Company.
- 14) ***The e-voting period commences at 9:00 a.m. (IST) on Wednesday, June 10, 2026 and ends at 5:00 p.m. (IST) on Thursday, July 9, 2026.*** The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
- 15) The Board of Directors has appointed Mr. Deepak Sadhu, a Practising Company Secretary (Membership No.: 39541 & CP No.: 14992), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
- 16) The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Board or Managing Director or to any other person so authorized. The results of e-voting will be

announced on or before Saturday, July 11, 2026, and will be displayed on the Company's website at www.trualtbioenergy.com and the website of NSDL at www.evoting.nsdl.com and the registered office of the Company. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the corporate office of the Company.

- 17) Dispatch of the Notice along with the Explanatory Statement shall also be intimated/announced through an advertisement published in one Regional Newspaper, widely circulated in Mudhol, Karnataka (in vernacular language i.e., Kanada) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.trualtbioenergy.com
- 18) The vote in this Postal Ballot cannot be exercised through proxy.
- 19) In terms of the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, General Circular No.(s) 09 / 2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), voting can be done only by E-voting.
- 20) All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., Friday, July 9, 2026. Members may send their requests to cs@trualtbioenergy.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

VOTING THROUGH ELECTRONIC MEANS:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [SEBI Listing Regulations] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by National Securities Depository Limited (NSDL).
- B. The facility for remote e-voting shall remain open from 09:00 AM (IST) on Wednesday, June 10, 2026 to 05:00 PM (IST) on Thursday, July 9, 2026. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday, June 5, 2026 may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Thursday, July 9, 2026.
- C. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Instructions for e-voting:

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 for Individual shareholders holding securities in demat mode

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

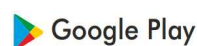
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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. 3. 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 <p>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</p>

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.

4. 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



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139598 then user ID is 139598001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period (EVEN of the Company for this Postal Ballot is 139598)
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 deepakksadhu@gmail.com with a copy marked to evoting@nsdl.com. 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. 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.
3. 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: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

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 cs@trualtbioenergy.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 cs@trualtbioenergy.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

**By Order of the Board of
Trualt Bioenergy Limited**

Sd/-

Monu Kumar

Company Secretary and Compliance Officer

M. No. A38853

Date: 22/05/2026

Bangalore, Karnataka

Registered Office:

Survey No. 166, Mudhol Road, Kulali, Cross, Jamkhandi, Bagalkot, Karnataka, 587313

CIN: L15400KA2021PLC145978

Website: www.trualtbioenergy.com

E-mail: contact@trualtbioenergy.com

Tel.: 080 23255000

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

(As required by Section 102 of the Act, the following explanatory statement sets out material facts relating to the businesses mentioned under Resolution of the accompanying Notice)

Item No. 1:

To approve Material Related Party Transaction(s) to be entered into with Nirani Sugars Limited for the Financial Year 2026-27.

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 by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business and 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 2025-26 was Rs. 1,727.51 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 Company is engaged in the business of manufacturing ethanol and bioenergy products, wherein continuous and uninterrupted availability of quality feedstock and allied raw materials is of paramount importance for sustaining operations, maintaining optimum plant utilization and achieving operational efficiencies. The ethanol industry is highly dependent upon timely procurement of feedstock such as sugar syrup, molasses, maize and other agro-based inputs, availability of which is often subject to seasonal factors, government policies, market dynamics and supply-chain constraints.

In this regard, Nirani Sugars Limited (“NSL”), being an integrated and established sugar manufacturing Company with significant operational scale, infrastructure and long-standing experience in the sector, plays a strategically important role in ensuring seamless and reliable supply of feedstock and related materials to the Company. The business association with NSL enables the Company to secure uninterrupted supply of critical raw materials, optimize logistics and transportation costs, ensure timely execution of customer commitments and maintain operational continuity across its manufacturing facilities.

Further, the proximity of operations, established commercial understanding and integrated business ecosystem between each of the Companies, result in substantial operational synergies, improved supply-chain efficiency and better working capital management, which are ultimately beneficial to the Company and its stakeholders. The proposed transactions are therefore commercially prudent, operationally essential and aligned with the business interests and growth objectives of the Company.

The Company also undertakes sale of finished goods, by-products and other operational transactions with NSL from time to time, based on business requirements and market opportunities, thereby creating mutual operational efficiencies and value optimization.

The Company has a continuing arrangement with NSL for recurring transactions relating to purchase and sale of goods and other business transactions undertaken in the ordinary course of business. Considering the expected scale of operations and business requirements for FY 2026-27, the aggregate value of the Related Party Transactions proposed to be entered into with NSL is expected to be up to an amount not exceeding ₹2,500 Crores.

Since the aggregate value of the proposed transaction(s) is likely to exceed the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), approval of the Members is being sought by way of an Ordinary Resolution.

All the proposed transactions with NSL shall be undertaken in the ordinary course of business of the Company, on an arm’s length basis, on commercially competitive terms and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

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 Managing Director 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 RPTs between the Company and NSL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Annexure-1

Minimum information provided/to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

(1) Basic details of the related party

S. No.	Particular of the information	Information provided by the management
1.	Name of the Related Party	Nirani Sugars Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of Sugar and Allied Products

(2) Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
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:	Nirani Sugars Limited (Formerly MRN Chamundi Canepower and Biorefineries Limited) is related party under Section 2(76)(iv) of the Companies Act, 2013, being a Company in which a Director along

	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 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). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>with its relative holds more than two per cent of its total voting power.</p> <p>Nil</p> <p>NA</p> <p>NA*</p>
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* Mr. Vijaykumar Murugesh Nirani, Mr. Vishal Nirani and Mrs. Sushmitha Nirani, Directors of the Company, are also shareholders of Nirani Sugars Limited (“NSL”) and collectively hold 7.65% equity shares in NSL and 52.75% equity shares in the Company. Further, along with their relatives and related entities, they collectively hold 97.72% equity shares in NSL and 70.55% equity shares in the Company. However, it is clarified that NSL does not hold any equity shares in the Company directly. Accordingly, the aforesaid Directors may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution to the extent of their shareholding and directorship in the respective entities.

(3) Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management		
		S. No.	Nature of Transaction	FY 2025-26 (Amount in Lakhs)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary			
		1.	Purchase of raw materials such as bagasse, syrup/clear juice, B Molasses, C Molasses and Steam	87,317.92
		2.	Sales of by products such as steam, diesel and	10,195.11

			chemicals	
		3.	Rental Expenses	37.23
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 - March 26) immediately preceding the quarter in which the approval is sought.	Same as above		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil		

(4) Amount of proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	Upto Rs. 2,500 crores	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	144.71%	
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.	82.44%*	
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated	Particulars	Amount (in Crore)*
		Turnover (Standalone)	3,032.31
		Profit after Tax	26.67

	basis.	(Standalone)	
		Net-worth (Standalone)	1,533.85

* Based on the audited figures of FY 2024-25. The audited Figures for FY 2025-26 is not available with the Company.

(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Raw Materials- up to Rs. 2,000 Crores Sale of Goods/material - upto to Rs. 500 Crores
2.	Details of each type of the proposed transaction	Purchase of Raw Materials/Feedstock Such as; <ul style="list-style-type: none"> • Bagasse with moisture • Syrup/clear juice • Molasses (B Molasses and C Molasses) • Steam Sale of goods/material such as Diesel, Chemicals and Steam etc.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One (1) year
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.	Upto Rs. 2,500 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the interest of the Company as they ensure uninterrupted availability of critical feedstock and raw materials required for the Company's ethanol and bioenergy operations, thereby supporting continuous manufacturing activities and optimum capacity utilization across its plants. The transactions with Nirani Sugars Limited ("NSL") provide operational stability, supply-chain efficiencies and timely access to essential inputs, which are crucial considering the seasonal and regulated nature of the feedstock market. Further, the longstanding business relationship and integrated operational ecosystem between the Company and NSL enable better coordination,

		<p>efficient logistics management, reduction in procurement and transportation costs, improved working capital management and timely execution of business commitments. The proposed transactions also facilitate efficient sale and movement of finished goods and by-products based on business requirements and market opportunities.</p> <p>The Board of Directors and the Audit Committee have reviewed the commercial rationale of the proposed transactions and are of the opinion that the said transactions are operationally necessary, commercially beneficial and in the best interests of the Company and its stakeholders. All the proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>Mr. Vijaykumar Murugesh Nirani, Managing Director, Mr. Vishal Nirani, Director and Ms. Sushmita Vijaykumar Nirani, Director</p>
	a. Name of the director / KMP	<p>Mr. Vijaykumar Murugesh Nirani, Managing Director, Mr. Vishal Nirani, Director and Ms. Sushmita Vijaykumar Nirani, Director</p>
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>Collectively 7.65% equity shares in NSL and with their relatives and related entities collective holding is 97.72%.</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>A benchmarking / arm's length pricing report obtained from M/s. B B S R & Associates LLP, an independent external agency, justifying that the pricing and terms of the proposed Related Party Transactions are at arm's length basis, was placed before the Audit Committee for its review and consideration.</p>
9.	Other information relevant for decision making.	NA

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for	NA

	choosing a party for sale, purchase or supply of goods or services	
2	Basis of determination of price	<p>Purchase of Raw Material;</p> <p>a) Feedstock: Syrup, B Molasses, C Molasses and clear juice</p> <p>The pricing is determined through a mutually agreed formula linked to the FRP / sugarcane price notified by the Government of India and prevailing market dynamics.</p> <p>b) Steam;</p> <p>The price of steam is determined on the basis of cost of generation, including fuel cost, operational and conversion cost, efficiency parameters of the boiler / cogeneration plant and prevailing industry practices, on mutually agreed arm's length basis.</p> <p>c) Bagasse</p> <p>The pricing of bagasse is determined based on a mutually agreed formula linked to the Fair and Remunerative Price (FRP) / sugarcane price notified by the Government of India and other prevailing market factors.</p> <p>Sale of Goods;</p> <p>a) Chemicals:</p> <p>The pricing of chemicals shall be determined based on prevailing market prices, procurement cost, third-party quotations, quality specifications and other commercially accepted pricing parameters, on an arm's length basis.</p> <p>b) Steam;</p> <p>The pricing of steam shall be determined based on the cost of generation, including fuel cost, operational and conversion costs, boiler efficiency, calorific value and prevailing industry practices, on mutually agreed arm's length basis.</p> <p>c) Diesel</p> <p>The pricing of diesel is based on prevailing market prices of OMCs and profit margin.</p> <p>Further, The Company obtains a benchmarking / arm's length pricing report from M/s. B B S R & Associates LLP, an independent external agency, confirming that the pricing</p>

		methodology and terms of the proposed transactions are at arm's length and in the ordinary course of business.
3	In case of trade advances (of upto 365 days or such period for which such advances are extended to the related party in relation to the transaction, specify the following	NA
	a. Amount of Trade Advances	
	b. Tenue	
	c. Whether same is self-liquidating	

Notes: *Minimum information as per Industry Standard Framework (ISF) have been provided based on latest audited financials as at March 31, 2026 except stated otherwise.*

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

Based on the consideration and approval of the Audit Committee, the Board of Directors approved and recommends the Ordinary Resolutions forming part of Item No. 1 of the accompanying Notice for the approval of the Members.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 1 of the accompanying Notice.

**By Order of the Board of
Trualt Bioenergy Limited**

Sd/-

Monu Kumar

Company Secretary and Compliance Officer

M. No.: A38853

Date: 22/05/2026

Place: Bangalore

Registered Office:

Survey No. 166, Mudhol Road, Kulali, Cross, Jamkhandi, Bagalkot, Karnataka, 587313

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