

# K. M. SUGAR MILLS LIMITED

Regd. Office: 11 MOTI BHAWAN COLLECTOR GANJ,

KANPUR, Uttar Pradesh-208001

CIN: L15421UP1971PLC003492;

Website: www.kmsugar.com

Phone: 0512-2310762 ; 0522-4079561; E-mail: cs@kmsugar.in

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 49th Annual General Meeting of the K. M. Sugar Mills Ltd. will be held through Video Conference / Other Audio Visual Means, on Thursday, the 22nd day of September, 2022 at 03.30 p.m. transact the following business:

### ORDINARY BUSINESSES:

1. To consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors and, to consider and pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon laid before the 49th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

2. To appoint a director in place of Shri Sanjay Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment and, to consider and pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** Shri Sanjay Jhunjhunwala (DIN-01777954) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 49th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company be and is hereby authorized to do, perform and execute

all such acts, deeds and things as may be required including to delegate and to settle any question, difficulty or doubt, that may arise and to sign and execute all documents or writings as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

3. To appoint a director in place of Shri Subhash Chandra Aggarwala, who retires by rotation and being eligible, offers himself for re-appointment and, to consider and pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** Shri Subhash Chandra Aggarwala (DIN-02461954) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 49th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things as may be required including to delegate and to settle any question, difficulty or doubt, that may arise and to sign and execute all documents or writings as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Mehrotra & Mehrotra., Chartered Accountants, New Delhi, having ICAI Firm Registration No.0226C, be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of

this Annual General Meeting (AGM) till the conclusion of 54th AGM of the Company at the remuneration to be fixed by the Board of Directors of the Company, in addition to applicable taxes and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.”

**“RESOLVED FURTHER THAT** Shri Aditya Jhunjhunwala, Managing Director and Ms. Pooja Dua Company Secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to file necessary e-forms with ROC to give effect to the aforesaid resolution.”

#### **SPECIAL BUSINESS:**

5. To approve the remuneration of Cost Auditor appointed for the financial year 2022-23 and to consider and if thought fit to pass, the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT,** in accordance with the Provisions of section 148 and other applicable provisions if any of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. Aman Malviya & Associates, Cost Accountants, Lucknow, appointed as the Cost Auditor to conduct audit of Cost records maintained by the Company, at the remuneration approved by the Board of Directors on the recommendation on the Audit Committee plus goods and services tax, as applicable, and reimbursement of out-of-pocket expenses incurred for the financial year 2022-23 be and is hereby ratified.”

Place: Lucknow  
Dated: 08.08.2022

6. To appoint Shri Bakshi Ram as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution: -

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), Shri Bakshi Ram( Din:02235466), who was appointed as an Additional Director(Non-Executive Independent) of the Company in the meeting held on Monday, the 08th day of August,2022, pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up-to the date of forthcoming ensuring Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Independent Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) years w.e.f. 08th day of August,2022 up to 07th day of August,2027 not liable to retire by rotation during such term.”

**“RESOLVED FURTHER THAT** Shri Aditya Jhunjhunwala, Managing Director and Ms. Pooja Dua, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters from time to time in order to give effect to the above resolution.”

**By the Order of the Board  
For K. M. Sugar Mills Ltd.  
-Sd/-  
Pooja Dua  
Company Secretary**

#### **Notes:**

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, General Circular No. 20/2021 dated 08th December 2021 and General Circular No. 02/2022 dated 05th May 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No.SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM
- 2) In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company has engaged the services of Link Intime (India) Private Limited (LIPL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM (“remote e-voting”) is also provided by LIPL.
- 3) VC/OAVM facility provided by the Company, is having a capacity to allow 1000 members to participate at the Meeting on a first come- first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters,

institutional investors, Directors, KMPs, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, CSR Committee, Auditors etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.

- 4) Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the AGM through VC/ OAVM are provided at point no. 23.
- 5) The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- 6) In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of Notice of the 49th AGM of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s). Notice will also be available on the Company's website [www.kmsugar.com](http://www.kmsugar.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- 7) Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the the 49th AGM being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 49th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 8) Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address [pragatics@gmail.com](mailto:pragatics@gmail.com) and [cs@kmsugar.in](mailto:cs@kmsugar.in). Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM
- 9) Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on [cs@kmsugar.in](mailto:cs@kmsugar.in) at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.
- 10) Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL) Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near

Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)) for reply to their queries/redressal of complaints, if any, or contact Ms. Pooja Dua, Company Secretary at the Corporate Office of the Company (Phone No.: +91-522-4079561; Email: [cs@kmsugar.in](mailto:cs@kmsugar.in)).

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.

- 11) As per Regulation 40 of the SEBI Listing Regulations, as amended, the securities of the listed company cannot be transferred in physical mode w.e.f. April 01, 2019, except in case of request received for transposition or transmission of securities. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. LIPL for assistance in this regard.
- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA i.e. LIPL.
- 13) In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. LIPL in case shares are held by them in physical form for receiving all communication notices, circulars etc. from the Company electronically.
- 14) Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
- 15) Since the AGM will be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
- 16) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, 2013 read with Rules issued thereunder will be made available electronically for inspection by the Members during the Meeting. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM. Also, the Notice for this 49th AGM along with requisite documents also be available on the Company's website [www.kmsugar.com](http://www.kmsugar.com). Members seeking to inspect such Documents can send an email to [cs@kmsugar.in](mailto:cs@kmsugar.in)
- 17) The remote e-voting facility will be available during the following voting period:

- i. Commencement of remote e-voting: From 09.00 a.m. IST of Monday, September 19, 2022.
  - ii. End of remote e-voting: Up to 5.00 p.m. IST of Wednesday, September 21, 2022.
- 18) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 16, 2022 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter and the facility will be blocked forthwith. Further, Register of member and share transfer books of the company will remain closed from Saturday, September 17, 2022 to Thursday, September 22, 2022 (both days Inclusive).
- 19) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 16, 2022 through email on cs@kmsugar.in. The same will be replied by the Company suitably.
- 20) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/655 dated November 03, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, the listed Companies have to record the PAN, Nominations and KYC details of all the shareholders and Bank Account details of first holder of all the security holders in physical mode. In this regard, the shareholders who are having physical shares are required to update their KYC i.e. PAN, Bank Details, Nomination before April 01, 2023, failing to which their folios will be frozen as per SEBI Circular.
- 21) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, the Members holding shares in physical form are required to convert their shares into dematerialized form, failing which the RTA will not initiate and/or accept any request from such Members. Further, upon non-conversion, such shares will be credited to the Suspense Escrow Demat Account of the Company which shall be credited to the Members only upon furnishing their demat details.

**22) Remote e-Voting Instructions for shareholders: Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

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

**1. Individual Shareholders holding securities in demat mode with NSDL**

1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. 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>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL**

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
  - A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
  - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to

confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The

password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**23) Process and manner for attending the Annual General Meeting through InstaMeet**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting)

**24) Instructions for Shareholders/ Members to Speak during Annual General Meeting through InstaMeet**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**25) Instructions for Shareholders/ Members to Vote during the Annual General Meeting through Insta Meet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network.

It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

Place: Lucknow  
Dated: 08.08.2022

**By the Order of the Board  
For K. M. Sugar Mills Ltd.  
-Sd/-  
Pooja Dua  
Company Secretary**

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**  
**and 17(11) of SEBI (LODR) (AMENDMENT) REGULATIONS ,2018**

**Item No. 2 and 3**

Shri Sanjay Jhunjunwala and Sri Subhash Chandra Aggarwala, who were appointed as a Joint Managing director and Executive director of the Company respectively for the period of five years at 46th Annual General Meeting held on 20th August, 2019, retires by rotation under Section 152 and other applicable provisions, if any, of the Act and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 49th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment. The Board has recommended for their re-appointment as a Directors on the Board of the Company, whose period of office shall be liable to retire by rotation.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except they themselves and Mr. L.K Jhunjunwala, Chairman & Mr. Aditya Jhunjunwala, Managing Director are concerned or interested financially or otherwise in this resolution.

**Item No:4**

As per the provisions of section 139(2)(b) of the Companies Act 2013, M/s. Agiwal & Associates, Chartered Accountants, New Delhi (FRN no. 000181N) Statutory Auditors of the company, who retires as the Statutory Auditors at ensuing Annual General Meeting on completion of his tenure.

The Company received a letter from M/s Mehrotra & Mehrotra, Chartered Accountants, (Firm Registration No.000226C) proposing their candidature for the office of Statutory Auditors of the Company in place of M/s Agiwal & Associates, Chartered Accountants, who retires as the Statutory Auditors at ensuing Annual General Meeting on completion of their tenure.

M/s. Mehrotra & Mehrotra, Chartered Accountants also satisfied the criteria as laid down u/s 141 of The Companies Act 2013 in this regard.

The Board recommends the Ordinary Resolution set out at item No.4 of the notice for the approval by the shareholders.

**Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations**

Proposed fees payable to the statutory auditor for the financial year 2023	Rs. 5,00,000/- p.a
Term of appointment	5 years
Material changes in the fee payable to new Statutory auditor	No material changes. The fees commensurate with the size of the Company, audit coverage and scope of work.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	M/s. Mehrotra & Mehrotra, New Delhi, Chartered Accountants, had a long and prestigious history given the nature, size and spread of Company's operations, it is required to have competent audit firm. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	M/s. Mehrotra & Mehrotra (FRN. 000226C), New Delhi, Chartered Accountants, had a long and prestigious history. It was formed in the year 1962 and since inception they have been rapidly growing on the sound footing of quality services and strong infrastructure. M&M is a technology oriented single focused multi skilled entity with presence in multiple locations with spacious controlling centre at India (Delhi, Mumbai, Kanpur and Jaipur), Singapore and Dubai. The firm is using latest technologies to cater the various requirements of the nation-wide clients from varied industries. The Firm has dedicated teams for Audit & Assurance, International Taxation and Transfer Pricing, GST, Start-up advisory, Valuations. The Firm has its talent pool from Big4 accounting firms.

**Item no. 5**

The Board of Directors approved the appointment of M/s. Aman Malviya & Associates, Cost Accountants, Lucknow, as a Cost Auditor of the Company for conducting cost audit for the financial year 2022-23 in the meeting held on May 27, 2022 at the remuneration of Rs. 35,000/- plus goods and services tax, as applicable, and reimbursement of out-of-pocket expenses, in line with the recommendation of the Audit Committee. Pursuant the provision of section 148 other applicable provisions if any of the Companies Act, 2013 and rule made thereunder, the remuneration payable

to the Cost Auditors has to be ratified by the members of the Company.

The Board recommends resolution set out in item no. 5 of the notice for approval and ratification to the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.



## Item No.6

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Shri Bakshi Ram (Din:02235466), as an Additional Director (Non-Executive Independent) in its meeting held on Monday, the 08th day of August,2022, who is not liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 to hold office up-to the date of ensuing Annual General Meeting of the Company. The Board noted that Shri Bakshi Ram skills, knowledge and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director.

Shri Bakshi Ram has confirmed: (a) his eligibility and criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"); (b) he is not disqualified or debarred from holding the office of directors by virtue of any SEBI order or any other such authority; (c) he has undertaken registration in the Independent Director's data bank; and (d) he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, he has given his consent to be appointed as an Independent Director of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention for proposing the candidature of Shri Bakshi Ram, for the office of Independent Director of the Company.

He has an overall experience of more than 38 years. He was ex-Director of ICAR – Sugarcane Breeding Institute, Coimbatore – 641 007, Tamil Nadu, India and UP Council of Sugarcane Research, Shahjahanpur.

He has also held the post of Principal Scientist/Head of SBI, RC, Karnal and Asstt. Scientist H.A.U. Hisar. In the opinion of the Board, he fulfils the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director of the Company. Considering his vast experience and knowledge in the field of Sugar Industries and strategic guidance his appointment would be in the great for the interest of the Company.

The Board is of the opinion that Shri Bakshi Ram rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making.

The Board of Directors recommends the appointment of Shri Bakshi Ram as an Independent Director of the Company for a period of Five (5) years commencing from 08th day of August,2022, up to 07th day of August, 2027 who is not liable to retire by rotation during the term.

Save and except Shri Bakshi Ram and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Your directors recommend the Resolution set out in Item No.6 as a Special Resolution for your approval.

## BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE SECRETARIAL STANDARDS ("SS-2") AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Names	Mr. Bakshi Ram	Mr.Sanjay Jhunjunwala	Mr. S.C Agarwal
Age	63 years	47 years	62 years
Din	02235466	01777954	02461954
Date of first appointment on the Board	08st day of August,2022	19th Day of September,2015	19th Day of September,2015
Qualifications	Shri Bakshi Ram is Ph.D. (Agri.) (1996) from CCS, Haryana Agricultural University, Hisar and was the topper of the batch, M.Sc. (Agri.) (1983) from Haryana Agricultural University, Hisar, was awarded Dr. Ram Dhan Singh Gold Medal, for being the topper of the batch and B.Sc. (Hons.) Agri. (1981) Haryana Agricultural University, Hisar and was awarded Merit Gold Medal for being the topper of the programme.	He is a Commerce graduate and has also completed his MBA from the University of Wales, Cardiff, UK.	B.Sc. From National Sugar Institute

Names	Mr. Bakshi Ram	Mr.Sanjay Jhunjunwala	Mr. S.C Agarwal
Nature of Expertise & Experience	<p>He has an overall experience of more than 38 years. He was ex-Director of ICAR – Sugarcane Breeding Institute, Coimbatore – 641 007, Tamil Nadu, India and UP Council of Sugarcane Research, Shahjahanpur.</p> <p>He has also held the post of Principal Scientist/Head of SBI, RC, Karnal and Asstt. Scientist H.A.U. Hisar</p>	<p>Mr. Sanjay Jhunjunwala is responsible for the overall operations of the Distillery Unit of the Company. He has vast experience in the sugar industry and has implemented modern management techniques, which have proved immensely beneficial to the Company.</p>	<p>Mr. Subhash Chandra Aggarwal is a Science Graduate and Sugar Technologist from the National Sugar Institute, Kanpur (NSI), a very renowned institute of Asia in the field of Sugar Technology. He started his career from production lines and has worked for many renowned organizations. Due to his meticulous working, keenness about latest Technology, Development &amp; Leadership, he joined Piccadilly Agro Industries as General Manager in 1997. He is now the Executive Director since 2001 at KM Sugar. He is the key person who implements management policies decisions, setting targets for outputs and ensuring their achievement. He is also involved in the planning and coordination of various departments of the organization</p>
Skills and Capabilities	Business Strategy, Brand Building and Leadership, Sales and Marketing Strategic Planning and General Administration	Industry Experience, Industry Knowledge, Interpersonal Relations and Leadership	Industry Experience, Industry Knowledge, Agri -Research & Development;
Relationship with other Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	He is related to Shri L.K Jhunjunwala, Chairman and Shri Aditya Jhunjunwala , Managing Director	Not related to any Director / Key Managerial Personnel
Terms and conditions of appointment/ re-appointment:	It is proposed to appoint Shri Bakshi Ram as an Independent Director of the Company for a period of Five (5) years w.e.f. 08th day of August, 2022, not liable to retire by rotation	Appointed as Whole Time Director designated as Joint Managing Director with effect from 19th September, 2019. His office is liable to retire by rotation. He is entitled to receive remunerations as per the provisions of the Companies Act, 2013	Appointed as Whole Time Director designated as Executive Director-cum- CEO of the company with effect from 19th September, 2019. His office is liable to retire by rotation. He is entitled to receive remunerations as per the provisions of the Companies Act, 2013
Remuneration last drawn	N/A	Total Remuneration of Rs. 109.26 Lakhs for Financial Year 2021-22.	Total Remuneration of Rs. 44.22 Lakhs for Financial Year 2021-22.
Remuneration proposed to be paid:	Shri Bakshi Ram being a Non-Executive Independent Director shall be paid sitting fees for attending Board and/or Committee Meetings of the company at par with other Independent Directors.	In terms of the Special Resolution passed by the Shareholders at the EGM held on 24th March, 2022	In terms of the Special Resolution passed by the Shareholders at the EGM held on 24th March, 2022
Number of meetings of the Board attended during the financial year (2021-22):	0	5	5

Names	Mr. Bakshi Ram	Mr.Sanjay Jhunjhunwala	Mr. S.C Agarwal
Directorships held in other companies	N.A.	1) Shri Shakti Credits Ltd., 2) Progressive Dealer Pvt. Ltd., 3) Promising Logistic Pvt. Ltd., 4) Jhunjhunwala Securities Pvt. Ltd., 5) Thermocraft (India) Pvt. Ltd., 6) Prakash Properties Pvt. Ltd., 7) Brahma Properties Pvt. Ltd., 8) KM Spirits And Allied Industries Limited 9) Marvel Business Pvt. Ltd., 10) Benaras Inorganics Private Limited	1) Sonar Casting Limited
Listed entities from which resigned in the past three years	None	None	None
Memberships/Chairmanships of committees of the Board of the Company	None	Member- Audit Committee Member- CSR Committee	Member- Finance Committee
Memberships/Chairmanships of committees of other companies	None	None	None
No. of shares in the Company	Nil	2494600	Nil

Dated: 08.08.2022  
Place: Lucknow

**By the Order of the Board  
For K. M. Sugar Mills Ltd.  
-Sd/-  
Pooja Dua  
Company Secretary**