

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 50th Annual General Meeting of the K. M. Sugar Mills Ltd. will be held **through Video Conference / Other Audio Visual Means**, on Monday, the 25th day of September, 2023 at 11:00 a.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, 2023 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, 2023 and the Reports of the Board of Directors and the Auditors thereon laid before the 50th 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 L.K Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment and, to consider and pass, the following resolution as a Special Resolution:

"RESOLVED THAT, Shri L.K Jhunjunwala (DIN-01854647) 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 50th 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 Aditya Jhunjunwala, 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 Aditya Jhunjunwala (DIN- 01686189) 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 50th 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."

SPECIAL BUSINESS:

4. To approve the remuneration of Cost Auditor appointed for the financial year 2023-24 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 2023-24 be and is hereby ratified."

5. Re-appointment of Shri L.K. Jhunjunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for the re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647), who has attained the age of 81 years, as a Whole Time Director, designated as a Chairman of the Company for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors (“The Board”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri L.K. Jhunjhunwala time to time.”

“RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

6. Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for the re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as a Managing Director of the Company, for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors(“The Board”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions

of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Aditya Jhunjhunwala time to time.”

“RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

7. Re-appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Whole Time Director designated as a Joint Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for the re-appointment of Shri Sanjay Jhunjhunwala, (DIN: 01777954) as a Joint Managing Director of the Company, for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors(“The Board”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act,2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Sanjay Jhunjhunwala time to time.”

“RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

8. Re-appointment of Shri Subhash Chandra Agarwal, (DIN -02461954) as a Whole Time Director designated as a Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for the appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954) as a Whole time Director designated as an Executive Director cum CEO, for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the Board of

Directors (“The Board”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Subhash Chandra Agarwal time to time.

“RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

Place: Lucknow
Dated: 05. 08. 2023

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 The Ministry of Corporate Affairs, ("MCA") has permitted conducting of Annual General Meeting ("AGM") through VC or OAVM. In this regard, MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC / OAVM. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA and SEBI Circulars / Listing Regulations the company is conducting of the 50th Annual General Meeting (AGM) of the Company 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 50th 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, 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.
- 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 50th 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. 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 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) 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).

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 SEBI Circular dated November 03, 2022(also reads with Circular dated December 14, 2022) has made it mandatory for all the shareholders holding shares in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent("RTA") of the company on or before September 30, 2023 failing with which, all the folios of such shareholders shall be frozen on or after October 01, 2023 by RTA.
- 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. Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting. Members seeking to inspect such Documents can send an email to 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 Friday, September 22, 2023.
 - ii. End of remote e-voting: Up to 5.00 p.m. IST of Sunday, September 24, 2023.
- 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. Thursday, March 17, 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 Tuesday, September 19, 2023 to Monday, 25th September, 2023 (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 Monday, September 18, 2023 through email on investors@dwarikesh.com. The same will be replied by the Company suitably.
- 20) 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.

- 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 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 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 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 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 or contact on: - Tel: 022-49186175.

Place: Lucknow
Dated: 05. 08. 2023

**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 L.K. Jhunjhunwala and Shri Aditya Jhunjhunwala, who was appointed as a Chairman and Managing 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 50th 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.

In terms of the provisions of proviso to Section 196(3) read with Part I of Schedule V of the Companies Act, 2013, the approval of the shareholders by way of special resolution was obtained for his appointment as way beyond the age limit of seventy years. Now, he is retiring by rotation at ensuing AGM and has offered himself for re-appointment. As a Good Governance the consent of shareholders is being sought by way of special resolution as against an ordinary resolution.

The Board Recommends resolution set out in item No.2 of the Notice of AGM as a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except they themselves and Mr. Sanjay Jhunjhunwala, Jt. Managing Director are concerned or interested financially or otherwise in this resolution.

Item no. 4

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 2023-24 in the meeting held on May 30, 2023 at the remuneration of Rs. 40,000/- 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. 4 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. 5, 6, 7 & 8

Shri L.K. Jhunjhunwala, Shri Aditya Jhunjhunwala, Shri Sanjay Jhunjhunwala and Shri S.C. Agarwal were appointed as whole time directors designated as Chairman, Managing Director, Joint Managing Director & Executive Director cum C.E.O. respectively at the 46th Annual general meeting of the Company held on 20.08.2019 for the period of five years. Accordingly, the Board in its meeting held on August 05, 2023, considered the recommendation of the Nomination & Remuneration Committee and approved the proposal for their re-appointment for the period of Three years from 01st April, 2024.

Pursuant to the provisions of Section 196(4) read with Schedule V of the Companies Act, 2013 and provisions of the Regulation 17 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, the approval of the Shareholders of the Company is required for such re-appointment.

Pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, pursuant to first proviso to Section 197(1) of the Act, the company in general meeting may, authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V to the Act.

Further, pursuant to second proviso to Section 197(1) of the Act, except with the approval of the company in general meeting, by a special resolution, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Further, pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders of the company by way of a special resolution is required for (i) payment of annual remuneration to executive director, who is a promoter or member of the promoter group of the company, exceeding rupees 5 crore or 2.5 per cent of the net profits (computed as per the provisions of Section 198 of the Act) of the company, whichever is higher; or (ii) where there is more than one such director, payment of aggregate annual remuneration to such directors exceeding 5 percent of the net profits (computed as per the provisions of Section 198 of the Act) of the company.

Section 196(3) of the Companies act, 2013 provides that a person who has attained the age of seventy years may be appointed by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. In view of the rich and vast experience in the Sugar Industry and involvement in the overall operation of the Company, it would be in the interest of the Company to continue Shri L K Jhunjhunwala as a Whole Time Director designated as Chairman, who has crossed the age of 81 years.

Shri L K Jhunjhunwala retires by rotation at ensuing 50th annual general meeting and being eligible has offered himself for re-appointment. The Board has proposed for his re-appointment and necessary resolution is proposed at item no. 2.

Brief resume of Shri L.K. Jhunjhunwala, Shri Aditya Jhunjhunwala Shri Sanjay Jhunjhunwala and Shri S.C. Agarwal, nature of expertise in functional area, name of the companies in which he holds directorships, membership, chairmanships of Board of Committees, shareholding and relationship between directorship inter-se as stipulated under regulation 34(3) of SEBI (LODR) Regulations 2015.

The particulars relating to the remuneration and perquisites of Shri L.K. Jhunjhunwala, Shri Aditya Jhunjhunwala, Shri Sanjay Jhunjhunwala and Shri S.C. Agarwal are as follows:

1. REMUNERATION:-

Names	Shri L.K. Jhunjunwala	Shri Aditya Jhunjunwala	Shri Sanjay Jhunjunwala	Shri S.C. Agrawal
Basic Salary	In the range of Rs. 15-20 Lacs per month* as may be determined by the NRC committee and approved the Board.	In the range of Rs. 15-20 Lacs per month *as may be determined by the NRC committee and approved the Board.	In the range of Rs. 15-20 Lacs per month *as may be determined by the NRC committee and approved the Board.	In the range of Rs. 4.5-6.5 Lacs per month* as may be determined by the NRC committee and approved the Board.
Commission	Not exceeding Rs. 5 crores per annum, as may be approved by Board of its committee	Not exceeding Rs. 5 crores per annum, as may be approved by Board of its committee	Not exceeding Rs. 5 crores per annum, as may be approved by Board of its committee	Commission not exceeding 2% of Net profits under Section 198, as may be approved by Board and its committee from time to time.
House	Free Furnished House	Free Furnished House	Free Furnished House	Free Furnished House
Medical Reimbursement	Expenses actually incurred for self and his family in India and Abroad.	Expenses actually incurred for self and his family in India and Abroad.	Expenses actually incurred for self and his family in India and Abroad.	Expenses actually incurred for self and his family in India and Abroad.
Leave Travel Concession	Travelling, Lodging, Boarding conveyance, others for self and his family in India and Abroad.	Travelling, Lodging, Boarding conveyance, others for self and his family in India and Abroad.	Travelling, Lodging, Boarding conveyance, others for self and his family in India and Abroad.	Once in a years for self & family as per Company's rules
Personal Accident Insurance	Amount of annual premium which does not exceed the limit as per Companies Act,2013	Amount of annual premium which does not exceed the limit as per Companies Act,2013	Amount of annual premium which does not exceed the limit as per Companies Act,2013	Amount of annual premium which does not exceed the limit as per Companies Act,2013
Conveyance	Two Chauffeur driven cars for self and family	Two Chauffeur driven cars for self and family	Two Chauffeur driven cars for self and family	Cars with driver for self and family
Club Fees	Membership of clubs in India, Abroad- admission and lifetime	Membership of clubs in India, Abroad- admission and lifetime	Membership of clubs in India, Abroad- admission and lifetime	Membership of clubs in India, Abroad- admission and lifetime
Co's cont. to PF	As per company's rules and subject to the ceiling as per the law for the time being in force.	As per company's rules and subject to the ceiling as per the law for the time being in force.	As per company's rules and subject to the ceiling as per the law for the time being in force.	As per company's rules and subject to the ceiling as per the law for the time being in force.
Co's cont. Pension	As per company's rules together with PF and to such amount not taxable under I.Tax	As per company's rules together with PF and to such amount not taxable under I.Tax	As per company's rules together with PF and to such amount not taxable under I.Tax	As per company's rules together with PF and to such amount not taxable under I.Tax
Gratuity	As per company's rules but not exceed 15 days salary on each completed years	As per company's rules but not exceed 15 days salary on each completed years	As per company's rules but not exceed 15 days salary on each completed years	As per company's rules but not exceed 15 days salary on each completed years
Encashment of leave	At the end of tenure will not be included in computation of the ceiling of perquisites	At the end of tenure will not be included in computation of the ceiling of perquisites	At the end of tenure will not be included in computation of the ceiling of perquisites	At the end of tenure will not be included in computation of the ceiling of perquisites
Leave	Encashment of one full month pay for every 11months of salary	Encashment of one full month pay for every 11months of salary	Encashment of one full month pay for every 11months of salary	Encashment of one full month pay for every 11months of salary

Names	Shri L.K. Jhunjunwala	Shri Aditya Jhunjunwala	Shri Sanjay Jhunjunwala	Shri S.C. Agrawal
Travelling	Shall be entitled to use company car with driver for business use and also entitled to get reimbursement of travelling and other incidental expenses incurred with respect to his family when he accompanies his family in Business trips and it will not be reckoned as perquisite.	Shall be entitled to use company car with driver for business use and also entitled to get reimbursement of travelling and other incidental expenses incurred with respect to his family when he accompanies his family in Business trips and it will not be reckoned as perquisite.	Shall be entitled to use company car with driver for business use and also entitled to get reimbursement of travelling and other incidental expenses incurred with respect to his family when he accompanies his family in Business trips and it will not be reckoned as perquisite.	Co's car / reimbursement of travelling / other exp.
Telephone	Payment of telephone at residence / mobile cell phone bills shall not be reckoned as perquisites	Payment of telephone at residence / mobile cell phone bills shall not be reckoned as perquisites	Payment of telephone at residence / mobile cell phone bills shall not be reckoned as perquisites	Payment of telephone at residence / mobile cell phone bills shall not be reckoned as perquisites
Other perks	As applicable to other senior management. In case, the company does not have profit or profit are inadequate, he will be entitled such perks as per limit specified above as well as Schedule-V	As applicable to other senior management. In case, the company does not have profit or profit are inadequate, he will be entitled such perks as per limit specified above as well as Schedule-V	As applicable to other senior management. In case, the company does not have profit or profit are inadequate, he will be entitled such perks as per limit specified above as well as Schedule-V	As applicable to other senior management. In case, the company does not have profit or profit are inadequate, he will be entitled such perks as per limit specified above as well as Schedule-V

2. OTHER TERMS:

- In case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the aforesaid remuneration shall be paid to respective directors as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force;
- Director shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- The appointment may be terminated by either party giving the other party six months' notice or paying six months' salary in lieu thereof;
- If at any time any director ceases to be a director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director of the Company;
- The office of the Director will be subject to retirement by rotation.

In terms of the provisions of Schedule V to the Act, the payment of aforesaid remuneration shall be made, for a period of three years from April 01, 2024 to March 31, 2027, in the event of inadequacy of profits or losses in the respective financial year.

As proposed in item no. 5, 6, 7 & 8, the approval of the members of the Company by way of special resolution is sought in terms of the provisions of section 196, 197 read with schedule V, other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) of the SEBI Listing Regulations, 2015 for:

- the approval of the appointment of Shri L.K. Jhunjunwala, Shri Aditya Jhunjunwala, Shri Sanjay Jhunjunwala and Shri S.C. Agarwal on the terms and conditions as set out above for the period of three years from 01st April, 2024, in terms of the provisions of section 196(3) and part I of Schedule V of the Companies Act, 2013;
- payment of aforesaid managerial remuneration to the respective person, even if the aggregate managerial remuneration of all directors exceeds the limit as specified in Section 197 (1) of the Companies Act, 2013;
- payment of aforesaid managerial remuneration to the respective person, even if Individual limit exceeds five percent of the Net Profits of the Company or aggregate limit exceeds ten percent of Net Profits

of the Company, in terms of the provisions of the second proviso to section 197(1) of the Companies Act, 2013;

- payment of aforesaid managerial remuneration to the respective person, even if the same exceeds the limits provided in the table provided in Section II of Part II of Schedule V to the Companies Act, 2013; and
- payment of aforesaid managerial remuneration to the respective person, even if the same exceeds five percent of the net profits or Rupees Five crore, whichever is higher, in terms of regulation 17(6)(e) of the SEBI Listing Regulation, 2015.

The Board has considered the parameters given under Section 200 of the Act and the rules made thereunder read with Schedule V to the Act for recommending the above remuneration. Details of Shri L.K. Jhunjunwala, Shri Aditya Jhunjunwala, Shri Sanjay Jhunjunwala and Shri S.C. Agarwal pursuant to the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given in Annexures to the Explanatory Statement. Details required as per Schedule V to the Act are also given as Annexures to the Explanatory Statement. The above may be treated as a written memorandum setting out the terms of remuneration of Shri L.K. Jhunjunwala, Shri Aditya Jhunjunwala, Shri Sanjay Jhunjunwala and Shri S.C. Agarwal under Section 190 of the Act.

Shri L.K. Jhunjunwala, Shri Aditya Jhunjunwala, Shri Sanjay Jhunjunwala and Shri S.C. Agarwal is interested in the resolution set out at Item No. 5, 6, 7 & 8 of the Notice respectively. Shri L.K. Jhunjunwala, Shri Aditya Jhunjunwala & Shri Sanjay Jhunjunwala, being related to each other, may be deemed to be interested in the resolution proposed at Item No. 5, 6 and 7. The other relatives of Shri L.K. Jhunjunwala, Shri Aditya Jhunjunwala, Shri Sanjay Jhunjunwala and Shri S.C. Agarwal may also be deemed to be interested in the aforesaid resolutions, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends resolution set out in item no. 5, 6, 7 and 8, of the notice for approval of the members as a special Resolution.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (in respect of business proposed at item no. 5, 6, 7 & 8):

I. General Information																													
Nature of Industry	Sugar, Rectified Spirit and Electricity																												
Date or expected date of commencement of commercial production	K.M. Sugar Mills Limited has legacy of more than 45 years with its date of incorporation being 19th December, 1971																												
Financial performance based on given indicators	The details of financial performance of the Company for the years 2022-23 being provided in the Annual Report of 2023.																												
Foreign investments or collaborations, if any	-NA -																												
II. Information about the appointees																													
Background details	1. Shri L.K. Jhunjhunwala is Chairman-cum-Whole Time Director ; 2. Shri Aditya Jhunjhunwala is Managing Director ; 3. Shri Sanjay Jhunjhunwala is Jt. Managing Director ; 4. Shri S.C. Agarwal is Executive Director cum C.E.O. ;																												
Past remuneration	Details of past remuneration are as follows: (Rs. In lakhs) <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #4CAF50; color: white;">Year</th> <th colspan="4" style="background-color: #4CAF50; color: white;">Remuneration</th> </tr> <tr> <th></th> <th>L K Jhunjhunwala</th> <th>Aditya Jhunjhunwala</th> <th>Sanjay Jhunjhunwala</th> <th>S.C.Agarwal</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>188.58</td> <td>200.36</td> <td>110.61</td> <td>96.81</td> </tr> <tr> <td>2021-22</td> <td>166.08</td> <td>190.80</td> <td>109.26</td> <td>44.23</td> </tr> <tr> <td>2022-23*</td> <td>229.17</td> <td>323.52</td> <td>171.24</td> <td>58.72</td> </tr> </tbody> </table>				Year	Remuneration					L K Jhunjhunwala	Aditya Jhunjhunwala	Sanjay Jhunjhunwala	S.C.Agarwal	2020-21	188.58	200.36	110.61	96.81	2021-22	166.08	190.80	109.26	44.23	2022-23*	229.17	323.52	171.24	58.72
Year	Remuneration																												
	L K Jhunjhunwala	Aditya Jhunjhunwala	Sanjay Jhunjhunwala	S.C.Agarwal																									
2020-21	188.58	200.36	110.61	96.81																									
2021-22	166.08	190.80	109.26	44.23																									
2022-23*	229.17	323.52	171.24	58.72																									
Recognition or awards	Under the leadership of team of all the above named Executive Directors, the Company has made tremendous growth and got recognitions in the Sugar Industry in Uttar Pradesh. It has break the production target and achieved new mile stone. Mr.L.K. Jhunjhunwala has experience in Sugar Industry for more than 50 years. Mr. Aditya Jhunjhunwala is a dynamic and young Management expert of Sugar Industry having experience for more than 29 years. Mr. Sanjay Jhunjhunwala is also young Management visionary and having experience for more than 25 years. Mr. S.C. Agarwal is well known for his pioneering in Sugar Technology, having experience for more than 45 years.																												
Job profile and his suitability	Mr.L.K. Jhunjhunwala is a B.A. ; having vast experience of Sugar Industry. Mr. Aditya Jhunjhunwala is B.Com. ; having experience of Sugar Industry; Mr. Sanjay Jhunjhunwala is B.Com. and MBA from U.K. ; having vast Finance an Taxation experience in Sugar Industry; Mr. S. C. Agarwal is B.Sc. from NSI, having vast experience of Sugar Technology; Taking this into consideration, the Board bestowed the task of managing the overall operations of the Company to the above team. They all are involved in day to day management of the Company and implementation of Board policies and decisions. Under their leadership, the Company has achieved new heights and remarkable growth.																												
Remuneration proposed	As recommended by the Board, the proposed remuneration will exceed the limit prescribed under Section 197 & 198 of the Companies Act, 2013 read with Schedule V.																												
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Chief Executive Officer /Managing Director levels of similar sized Sugar companies.																												
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Aditya Jhunjhunwala and Mr. Sanjay Jhunjhunwala are sons of Mr. L.K. Jhunjhunwala. Besides the remuneration, Mr. L.K.jhunjhunwala holds 14302600 nos. Equity shares (15.55 %), Mr. Aditya Jhunjhunwala holds 5289242 nos. Equity shares (5.75%) and Mr. Sanjay Jhunjhunwala holds 2494600 nos. of Equity Shares (2.72%) of the Company. Besides remuneration, Mr.S.C. Agarwal in way and in no manner concerned and does not hold any share of the Company.																												

III. Other Information

Reasons of special resolution for payment of proposed remuneration in case of inadequate profits	The Company has earned profit during 2020-21, 2021-22 and 2022-23 of Rs. 26.24 crores, Rs.41.46 crores and Rs.23.21 crores respectively. To pay the proposed remuneration to the Whole-Time- Directors under part –B of Schedule V in excess of limit prescribed in section 197 read with Schedule V, it is required to pass a special resolution
Steps taken or proposed to be taken for improvement	With the improvements in technology and processes that the Company has introduced and it expects a significant reduction in its operational costs. Further, the Company has enhanced its production capacity from 7500 TCD to 9500 TCD and all the measures to have better yield and to reduce cost. The measures being taken by the Company, shall significantly improve the profitability of the Company.
Expected increase in productivity and profits in measurable terms	Since the rate of sugar has comparatively been improving during last two years and further the incentives given / announced by the Central and State Governments and further improvement in recovery of the Sugar, it is expected the Sugar Industry will recover in future.

IV. Disclosures: As required, the information is provided under Corporate Governance Section of Annual Report 2023.

Appendix -A

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE SECRETARIAL STANDARDS(SS-2) AND REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT)2015:-

Names	Mr. L.K Jhunjunwala	Mr. Aditya Jhunjunwala	Mr.Sanjay Jhunjunwala	Mr. S.C Agarwal
Age	81 years	52 years	48 years	63 years
Din	01854647	01686189	01777954	02461954
Date of first appointment on the Board	19th Day of September, 2015	19th Day of September, 2015	19th Day of September, 2015	19th Day of September, 2015
Qualifications	He is a Arts graduate	He is a Commerce graduate	He is a Commerce graduate and has also completed his MBA from the University of Wales, Cardiff, UK	B.Sc. From National Sugar Institute
Nature of Expertise & Experience	He has about 50 years of experience in Sugar Industry. He has been Associated with the Company since inception as promoter and is also associated with various Industry Associations i.e. FICCI, ASSOCEHM. He was the past president of U.P. Sugar Mills Association and East U.P. Sugar Mills Association and and past president of Chamber of commerce & Industry UP.	He has about 29 years of business experience mainly in Sugar and Power. He is looking after the overall operations of the Company. He is currently the president of Indian Sugar Mills association.	Mr. Sanjay Jhunjunwala is responsible for the overall operations of the Distillery Unit of the Company. He has more than 25 years of experience in the sugar industry and has implemented modern management techniques, which have proved immensely beneficial to the Company.	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 & Leadership, he joined Piccadily 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

Names	Mr. L.K Jhunjunwala	Mr. Aditya Jhunjunwala	Mr.Sanjay Jhunjunwala	Mr. S.C Agarwal
Skills and Capabilities	Industry Experience, Industry Knowledge,	Industry Experience, Industry Knowledge,	Industry Experience, Industry Knowledge, Interpersonal Relations and Leadership	Industry Experience, Industry Knowledge, Agri-Research & Development;
Relationship with other Director/ Key Managerial Personnel	He is related to Shri Aditya Jhunjunwala, Managing Director and Shri Sanjay Jhunjunwala, Jt. Managing Director	He is related to Shri L.K Jhunjunwala, Chairman and Shri Sanjay Jhunjunwala, Jt. Managing Director	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:	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 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 Joint Managing Director with effect from 19th September, 2019. 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. He is entitled to receive remunerations as per the provisions of the Companies Act, 2013
Remuneration last drawn	Total Remuneration of Rs. 229.17 Lakhs for Financial Year 2022-23.	Total Remuneration of Rs. 323.52 Lakhs for Financial Year 2022-23.	Total Remuneration of Rs. 171.24 Lakhs for Financial Year 2022-23.	Total Remuneration of Rs. 58.72 Lakhs for Financial Year 2022-23.
Remuneration proposed to be paid:	In terms of the Special Resolution Proposed to be passed in the 50th AGM to be held on 25th September, 2023	In terms of the Special Resolution Proposed to be passed in the 50th AGM to be held on 25th September, 2023	In terms of the Special Resolution Proposed to be passed in the 50th AGM to be held on 25th September, 2023	In terms of the Special Resolution Proposed to be passed in the 50th AGM to be held on 25th September, 2023
Number of meetings of the Board attended during the financial year (2022-23):	4	4	4	3
Directorships held in other companies	1) Marvel Business Pvt Ltd 2) Jhunjunwala Securities Pvt.Ltd. 3) Satyam Trade Centre Pvt Ltd 4) Nidhi Financial Services Pvt Ltd 5) Shailja Properties Private Limited 6) UP Angel Network Association	1) KM Spirits and Allied Industries Limited 2) Pharmetro Life Sciences Private Limited 3) Sonar Casting Limited 4) K M Plantations Private Limited 5) Shri Shakti Credits Limited 6) Marvel Business Pvt Ltd 7) Avantika Tradelink Private Limited 8) Brilliant Barter Private Limited 9) Francoise Commerce Pvt Ltd 10) Jhunjunwala Securities Pvt.Ltd. 11) Zar International Private Limited 12) H H Foundation 13) Indian Sugar Exim Corporation Ltd. 14) Nidhi Financial Services Pvt Ltd 15) K M Strategic Investments & Holdings Private Limited 16) K M Particle Boards Private Limited	1) Shri Shakti Credits Ltd., 2) Progressive Dealer Pvt. Ltd., 3) Promising Logistic Pvt. Ltd., 4) Jhunjunwala 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

Names	Mr. L.K Jhunjunwala	Mr. Aditya Jhunjunwala	Mr.Sanjay Jhunjunwala	Mr. S.C Agarwal
Listed entities from which resigned in the past three years	None	None	None	None
Memberships/ Chairmanships of committees of the Board of the Company	CSR Committee	1-Stakeholders Relationship Committee 2-Finance committee	1-Audit Committee 2- CSR Committee	Finance committee
Memberships/ Chairmanships of committees of other companies	None	Audit Committee in Sonar Casting Ltd	None	None
No. of shares in the Company	14302600	5289242	2494600	0

Dated: 05. 08. 2023
Place: Lucknow

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