

K. M. SUGAR MILLS LIMITED

Regd. Office: 76, ELDECO GREENS, GOMTI NAGAR,

LUCKNOW, UTTAR PRADESH-226010

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 52nd Annual General Meeting of the K. M. Sugar Mills Ltd. will be held **through Video Conference / Other Audio Visual Means**, on Monday, the 29th day of September, 2025, at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt (a) the Audited Standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors' and Auditors' thereon; and (b) the Audited Consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.**

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

- (a) **"RESOLVED THAT**, the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors' and Auditors' thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."
- (b) **"RESOLVED FURTHER THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025, and the report of the Auditors thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

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

2. To appoint a director in place of Shri L.K. Jhunjunwala (DIN-01854647), who retires by rotation and being eligible, offered himself for re-appointment.

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

"RESOLVED THAT Shri L.K. Jhunjunwala (DIN-01854647), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby re-appointed as director of the Company and is liable to retire by rotation."

3. To appoint a director in place of Shri Aditya Jhunjunwala (DIN-01686189), who retires by rotation and being eligible, offered himself for re-appointment.

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

"RESOLVED THAT Shri Aditya Jhunjunwala (DIN- 01686189), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby re-appointed as director of the Company and is liable to retire by rotation."

SPECIAL BUSINESS: -

4. **To Re-appoint Shri Bibhas Kumar Srivastav (DIN – 06533710) as a Non-Executive and Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, including the Companies (Appointment and Qualification of Directors) Rules, 2014, and in terms of Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the reappointment of Shri Bibhas Kumar Srivastav (DIN: 06533710), who has attained the age of 69 years, as a Non-Executive Independent Director of the Company, for a second term of five consecutive years commencing from February 01, 2026, subject to such earlier date as may be determined by the Board in accordance with the Company's policy on retirement of directors or any applicable statutory provisions, rules, regulations or guidelines, and who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

5. Appointment of the Secretarial Auditors of the Company

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory amendments, modifications or re-enactment thereof, for the time being in force) and recommendations of the Audit Committee and Board of Directors, M/s. Amit Gupta & Associates, Company Secretaries (Firm Registration No. P2025UP103200) be and is hereby appointed as Secretarial Auditors of the Company for a term of five (5) years, commencing from the conclusion of 52nd Annual General Meeting till the conclusion of 57th Annual General Meeting at such remuneration and on such terms and conditions as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT the Board (including Committees thereof) be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2025-26:

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 Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration payable to M/s. Aman Malviya & Associates, Cost Accountants, Lucknow, (Firm Registration No.000189) who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending 31st March 2026, 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 at actuals, if any, incurred in connection with the audit, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including Committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Place: Lucknow
Dated: 06/09/2025

By the Order of the Board
For K. M. Sugar Mills Ltd.
-Sd/-
Ritika Tandon
Company Secretary &
Compliance Officer

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General 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. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, Circular no. 21/2021 dated December 14, 2021, Circular no. 2/2022 dated May 5, 2022, Circular no. 10/2022 dated December 28, 2022, Circular no. 09/2023 dated September 25, 2023 and Circular no. 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through video conferencing ("VC") or Other Audio Visual Means ("OAVM")" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members 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. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
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 MUFG Intime India Private Limited (MUFG INTIME) 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 an electronic voting system from a place other than the venue of the AGM ("remote e-voting") is also provided by MUFG INTIME.
3. The VC/OAVM facility provided by the Company has 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 the first-come-first-served principle.
4. The 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. 27.
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, an electronic copy of the Notice of the 52nd 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 of 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 52nd AGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 52nd 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 a 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 amitguptacs@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 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 to by the Company suitably.
10. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), MUFG Intime India Private Limited (MUFG INTIME) 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: rnt.helpdesk@in.mpms.mufig.com) for reply to their queries/redressal of complaints, if any, or contact Company Secretary at the Corporate Office of the Company (Phone No.: +91-522-4079561; Email: cs@kmsugar.in).
11. 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 the Company's RTA i.e. MUFG INTIME, in case shares are held in physical form.

12. 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 a request received for the 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. MUFG INTIME for assistance in this regard.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the 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. MUFG INTIME.
14. 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. MUFG INTIME, in case shares are held by them in physical form for receiving all communication notices, circulars etc. from the Company electronically.
15. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
16. Since the AGM will be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
17. 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 52nd AGM, along with the 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
18. 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 on Friday, September 26th, 2025
 - ii. End of remote e-voting: Up to 5:00 p.m. IST on Sunday, September 28, 2025
19. 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. Tuesday, September 23, 2025, may cast their vote through remote e-voting. The remote e-voting module shall be disabled MUFG INTIME for voting thereafter, and the facility will be blocked forthwith.
20. 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
21. 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 the first holder of all the security holders in physical mode. In this regard, the shareholders who have 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.
22. 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.
23. Shareholders holding shares in physical mode are requested to register/update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the Company's Registrar and Transfer Agent ("RTA"), MUFG Intime India Private Limited ("MUFG Intime"), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel No. : +91 22 49186270 Fax: +91 22 49186060, Email: rnt.helpdesk@in.mpms.mufig.com, Website: <https://in.mpms.mufig.com>. The relevant forms prescribed by SEBI for furnishing the above details are available on the Company's website at www.kmsugar.com as well as on RTA's website at <https://in.mpms.mufig.com>. For any clarifications/queries with respect to the submission of the above-mentioned forms, shareholders may contact the RTA at the above-mentioned details.
24. Shareholders holding shares in dematerialized mode are requested to register/update KYC details such as PAN (Aadhar-linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the relevant Depository Participant (DP).

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

25. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent (RTA) / Depository Participants (DPs)/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2024-25 is available, is being sent to those Members whose email address is not registered with the Company/

Registrar and Transfer Agent (RTA) / Depository Participants (DPs)/ Depositories. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website and can be accessed through the link: <https://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, and on the website of MUFG Intime at <https://in.mpms.mufg.com>.

26. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in dematerialised mode are requested to register/update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (NSDL) has provided a facility for registration/update of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>. Please refer to Note No. 24.
- b) Members holding shares in physical mode are requested to follow the process set out in Note No. 23 in this Notice.

27. 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. MUFG InTime 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. MUFG InTime 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. MUFG InTime. Click on MUFG InTime 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. MUFG InTime. Click on MUFG InTime 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. MUFG InTime 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 MUFG 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 MUFG InTime 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 INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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".

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

1. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufig.com>

- 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

29) 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 panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist 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.

30) 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.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**By the Order of the Board
For K. M. Sugar Mills Ltd.**

-Sd/-

**Ritika Tandon
Company Secretary &
Compliance Officer**

K. M. Sugar Mills Limited | 7

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
and 17(11) of SEBI LISTING REGULATIONS, 2015

Item No. 2

Shri Lakshmi Kant Dwarkadas Jhunjhunwala, Executive Chairman of the Company, retires by rotation pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with the Articles of Association of the Company. Being eligible, he has offered himself for re-appointment.

It is pertinent to note that Shri Jhunjhunwala had previously been appointed as Executive Chairman of the Company beyond the age of seventy years, with shareholder approval obtained by way of special resolution, in accordance with the proviso to Section 196(3) read with Part I of Schedule V of the Companies Act, 2013.

Although the current re-appointment is under Section 152 and would ordinarily require an ordinary resolution, the Board, as a matter of good governance and continued shareholder transparency, recommends that the re-appointment be approved by way of a special resolution, reaffirming the earlier shareholder consent granted for his appointment beyond the prescribed age limit.

The Board recommends the resolution set out in Item No. 2 of the Notice for approval of the members as a Special Resolution.

Interest of Directors and Key Managerial Personnel: Except Shri Lakshmi Kant Dwarkadas Jhunjhunwala, Mr. Aditya Jhunjhunwala (Managing Director), and Mr. Sanjay Jhunjhunwala (Joint Managing Director), none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item no. 4

Shri Bibhash Kumar Shrivastav was appointed as a Non-executive, Independent Director of the Company with effect from February 01, 2021, for the first term of five years pursuant to the approval of the shareholders of the Company accorded in the 2nd Extra-ordinary General meeting of the Company held on March 10, 2021.

In terms of Section 149 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and regulation 16 & 17 of the SEBI Listing Regulations, 2015, the aforesaid persons can be appointed as an Non-Executive, Independent director for a second consecutive term of five years, with the approval of shareholders by way of special resolution.

Accordingly the Board of Directors of the Company ('the Board') at the meeting held on May 26, 2025, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Bibhash Kumar Shrivastav as Independent Directors of the Company for the second term of five years with effect from ensuing 52nd Annual General Meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Shri Bibhas Kumar Shrivastav and his contribution to the Board and his continued association would benefit the Company. Declarations have been received from Shri Bibhash Kumar Shrivastav that they meet the criteria of Independence prescribed under Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015.

In the opinion of the Board, Shri Bibhash Kumar Shrivastav fulfils the conditions specified in the Act, the Rules thereunder, and the Listing Regulations 2015 for re-appointment as an Independent Director and is independent of the management of the Company. Shri Bibhash Kumar Shrivastav shall be entitled to sitting fees for attending the meeting of the Board of committee and reimbursement of expenses for attending the said meetings as approved by the Board from time to time. In terms of the aforesaid provisions, Shri Bibhas Kumar Shrivastav shall not be liable to retire by rotation.

The consent of the Members by way of Special Resolution is required for the re-appointment of Shri Bibhas Kumar Shrivastav, in terms of Section 149 of the Act. Requisite Notices under Section 160 of the Act proposing the re-appointment of Shri Bibhash Kumar Shrivastav have been received by the Company, and consents have been filed by Shri Bibhash Kumar Shrivastav pursuant to Section 152 of the Act.

Additional information in respect of Shri Bibhash Kumar Shrivastav, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is provided in Appendix -A.

The Board recommend the resolution as set out in item no. 4 for approval of the members as a Special Resolution.

None of the directors and key managerial personnel and/ or their relatives, except he himself and his relatives, are in any way, financially or otherwise, interested or concerned in this resolution.

Item no. 5

The Company is required to make an appointment of a Secretarial Auditor in terms of the provisions of Regulation 24A of the SEBI Listing Regulations read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"). In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from the financial year 2025-26 onwards, the appointment of a Secretarial Auditor is required to be approved by the members in the AGM, and the term of a Secretarial Auditor shall be five years. The Audit Committee and the Board of Directors at their respective meetings held on May 26, 2025, have considered the proposal. In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s Amit Gupta & Associates ('AGA'), Company Secretaries (Firm Registration No. P2025UP103200) as the Secretarial Auditors for a term of five (5) years commencing from the conclusion of 52nd AGM till the conclusion of 57th AGM.

The fees will be approved by the Board/Committee. In addition to the secretarial audit, AGA may provide such other permissible services from time to time as may be approved by the Board of Directors. The proposed fee is based on knowledge, expertise, industry experience, time and effort required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work, if any, will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

AGA is a firm of Practising Company Secretaries, established in May 2002 by Mr Amit Gupta, a fellow member having diversified experience. The firm is primarily engaged in areas of secretarial audit, corporate advisory services, transactional services, legal due diligence, compliance management, etc., for diverse entities, including the listed, unlisted, MSME and public sector. AGA is registered with the ICSI, and its partners are peer-reviewed in terms of the certificate issued by the Peer Review Board of ICSI. The firm has extensive experience in handling assignments for large, listed entities.

AGA have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. AGA have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations, the Companies Act, 2013, the Companies Secretaries Act, 1980, and Rules and Regulations made thereunder and has expressed their willingness to accept the appointment upon approval.

Considering the experience of AGA with the large, listed companies, and its expertise, the Audit Committee and the Board recommend the resolution as set out in item no. 5 for approval of the members as an ordinary resolution.

None of the directors and key managerial personnel and/ or their relatives is in any way, financially or otherwise, interested or concerned in this resolution.

Item no. 6

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 2025-26 in the meeting held on May 26, 2025 at the remuneration of Rs. 50,000/- plus goods and services tax, as applicable, and reimbursement of out-of-pocket expenses, in line with the recommendation of the Audit Committee. Pursuant to the provisions of section 148, other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

The Board recommends the resolution set out in item no. 6 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.

Appendix -A

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Names	Mr. L.K Jhunjhunwala	Mr. Aditya Jhunjhunwala	Shri Bibhas Kumar Srivastav
Age	83 years	55 years	69 years
Din	01854647	01686189	06533710
Date of first appointment on the Board	19.09.2015	19.09.2015	01.02.2021
Qualifications	He is an Arts graduate	He is a Commerce graduate	M.Sc. (Agriculture) in Animal Husbandry and Dairy Science from Banaras Hindu University, 1977. Advanced Diploma in Management in 2015 from All India Management Association-Centre for Management Education, New Delhi. This diploma is a pre-requisite to Ph.D. as required under University Grants Commission, India Rules. Pursuing Ph.D. Programme under All India Management Association-Aligarh Muslim University arrangement. Professional Qualification: Certificated Associate of Indian Institute of Bankers (CAIIB) conducted by Indian Institute of Banking and Finance, Mumbai.

Nature of Expertise & Experience	He has more than 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 past president of Chamber of commerce & Industry UP	He has about 32 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.	Development of Agriculture and Rural Credit, Development and management of rural credit, Semi-urban branch management, handled retail banking, both asset and liability, for businesses as well as households and implementing various programmes for Scheduled Tribes, Urban branch management providing banking services to the students, micro and small city entrepreneurs and medium scale enterprises, a full range of banking services to city households, implementation of various Government Sponsored programmes for urban unemployed youth. Policy formulation, implementation and monitoring of various credit programmes for Agriculture, Micro and Small Enterprises and Other Priority Sector and implementation of various livelihood programmes sponsored by Central and State Governments. Metro branch management. It included providing banking services to large, retail as well as big clients of the Bank. Board level role- overall supervision in running this medium sized bank. Looking after all the facets of banking including priority sector, retail credit and financial inclusion to wholesale credit, Investment to Risk Management and Information Technology, overall bank management.
Skills and Capabilities	Industry Experience, Industry Knowledge,	Industry Experience, Industry Knowledge, Interpersonal Relations and Leadership	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Sales and Marketing • Strategic Planning • General Administration
Relationship with other Director/ Key Managerial Personnel	He is related to Shri Aditya Jhunjhunwala, Managing Director and Shri Sanjay Jhunjhunwala, Jt. Managing Director	He is related to Shri L.K Jhunjhunwala, Chairman and Shri Sanjay Jhunjhunwala, Jt. Managing Director	<ul style="list-style-type: none"> • 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	It is proposed to appoint Shri Bibhash Kumar Shrivastav as an Independent Director of the Company for second Term of Five (5) years commencing from February 01, 2026, subject to such earlier date as may be determined by the Board, not liable to retire by rotation.
Remuneration last drawn	Rs. 3.34 crores for the period ending 31.03.2025	Rs. 3.56 crores for the period ending 31.03.2025	N/A
Remuneration proposed to be paid:			Shri Bibhash Kumar Shrivastav 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.
Number of meetings of the Board attended during the financial year (2024-25):	3	5	5

Directorships held in other companies	1) Marvel Business Pvt Ltd 2) Jhunjhunwala 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) Jhunjhunwala 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	N.A.
Memberships / Chairmanships of committees of other companies	None	None	N.A.
Memberships / Chairmanships of committees of the Board of the Company	CSR Committee	Finance committee	1. Audit Committee- Chairperson 2. Finance Committee-Member
Memberships / Chairmanships of committees of other companies		Member of Audit Committee in Sonar Casting Ltd	
No. of shares in the Company	14302600	5289242	Nil

Place: Lucknow
Dated: 06.09.2025

**By the Order of the Board
For K. M. Sugar Mills Ltd.
-Sd/-
Ritika Tandon
Company Secretary &
Compliance Officer**