

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 53rd Annual General Meeting of the K. M. Sugar Mills Ltd. will be held **through Video Conference / Other Audio Visual Means**, on Tuesday, the 28th day of July, 2026, at 11:30 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, 2026 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, 2026 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, 2026, 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, 2026, 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."

2. To appoint a director in place of Shri Sanjay Jhunjhunwala (DIN-01777954), 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 Sanjay Jhunjhunwala (DIN- 01777954), 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 S. C. Aggarwala (DIN-02461954), 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 S. C. Aggarwala (DIN- 02461954), 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 appoint Smt. Naina Devi Jhunjhunwala (DIN – 01837824), Additional Director, as a Director of the company.

To consider and, if thought fit, to pass, the following resolution, as a Special Resolution:-

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 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination and Remuneration Committee Smt. Naina Devi Jhunjhunwala (DIN – 01837824), who was appointed as an Additional Director (Non-Executive, Non-Independent) on the Board of Directors of the Company with effect from May 18, 2026, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office till the date of this meeting and for whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint Smt. Naina Devi Jhunjhunwala (DIN – 01837824) as a Whole -Time Director of the Company.

To consider and, if thought fit, to pass the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V 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, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Naina Devi Jhunjhunwala (DIN: 01837824), who has attained the age of 80 years, be and is hereby appointed as a Whole time Director of the Company, liable to retire by rotation, for a period of 3 years commencing from 01.08.2026, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the notice convening this meeting, with a power to the Board of Directors to alter and vary the terms and conditions of appointment and remuneration in such manner as may be agreed between the Board and Mrs. Naina Jhunjhunwala, subject to compliance with applicable statutory provisions, rules, regulations, guidelines and limits approved by the shareholders."

"RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded for appointment as a Whole Time Director and 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 (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."

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

"RESOLVED THAT the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals as may be necessary, the consent of the Company 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, 2027 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 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 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. To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals as may be necessary, the consent of the Company 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, 2027 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 Aggarwala, (DIN -02461954) as a Whole Time Director designated as an Executive Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of **Shri Subhash Chandra Aggarwala, (DIN: 02461954)** as a Whole time Director designated as an Executive Director cum CEO, for a period of 3 years effective from April 01, 2027 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 Aggarwala 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."

9. Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2026-27

To consider and if, thought fit to pass, 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 2027, 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."

10. To approve the changes in the terms and conditions, including remuneration payable to Shri Vatsal Jhunjunwala, Vice President, pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 188(1) (f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its powers) Rules, 2014 and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee, and the approval of the Board of Directors, consent of the Shareholders of the Company be and is hereby accorded for changing the terms and conditions, including remuneration for holding office/place of profit as a Vice President by Mr. Vatsal Jhunjunwala, who is son of the Managing Director of the Company and a related party under the provisions of the Section 2(76) of the Act, for a period of 3 years, with effect from April 1, 2026, as detailed in the 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 within the

limits approved by the shareholders and as may be agreed to by an between the Board and Shri Vatsal Jhunjunwala time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) and/or the Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient, including but not limited to filing of necessary forms and returns with the Registrar of Companies, making necessary disclosures and intimations to the Stock Exchanges in terms of the LODR Regulations, and to do all such acts, deeds and things as may be required to give effect to this Resolution, including settling any questions, difficulties or doubts that may arise in this regard."

11. To approve the continuation of Mr. Sushil Solomon as a Non-Executive Independent Director post attaining 75 years of age for the remaining term of office

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) read with Regulation 17 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable

provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of Mr. Sushil Solomon (DIN 08553009), who will attain the age of seventy-five (75) years on **21.12.2026**, as a Non-Executive Independent Director of the Company, for the remaining term of his office up to **05th August, 2029."**

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) and/or the Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient, including but not limited to filing of necessary forms and returns with the Registrar of Companies, making necessary disclosures and intimations to the Stock Exchanges in terms of the LODR Regulations, and to do all such acts, deeds and things as may be required to give effect to this Resolution, including settling any questions, difficulties or doubts that may arise in this regard."

Place: Lucknow
Dated: 18.05.2026

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 minutes before the 15 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 53rd 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 53rd 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 53rd 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 53rd 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 Saturday, July 25th, 2026
 - ii. End of remote e-voting: Up to 5.00 p.m. IST on Monday, 27th July, 2026
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. Friday, July 21st, 2026, 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.mufg.com, **Website:** <https://in.mpms.mufg.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.mufg.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 2025-26 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 2025-26 will also be available on the Company's website and can be accessed through the link: <https://www.kmsugar.in>, 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.mufig.com.26>. For receiving all communication (including Annual Report) from the Company electronically:

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/updation 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:
In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.

Shareholders/ Members can also download NSDL mobile app 'NSDL Speede' facility by seamless voting experience.



METHOD 3 - NSDL e-voting website

Visit URL: <https://www.evoting.nsdl.com>

- a) Click on the "Login" tab available under 'Shareholder/Member' section.
- b) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link

displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration>/<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click "Submit".

InstaVideo User ID	NSDL	User ID is 8 Character DP ID followed by 8 digit client ID (eg .JN123456) and 8 digit clint id (eg.12345678).
	CDSL	User ID is 16 digit is beificiary ID.
	Shares held in physical from	User ID is Event no + Follo no. registread with the company.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

InstaVideo User ID	NSDL	User ID is 8 Character DP ID followed by 8 digit client ID (eg .JN123456) and 8 digit clint id (eg.12345678).
	CDSL	User ID is 16 digit is beificiary ID.
	Shares held in physical from	User ID is Event no + Follo no. registread with the company.

- User ID: Enter User ID
- 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.
- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
 - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
 - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' 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).
- Enter Image Verification (CAPTCHA) Code.
- Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- Select 'View' icon. E-voting page will appear.
- 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).
- 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative

to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Investor Mapping" tab under the Menu section
- Map the Investor with the following details:
 - 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 'Investor PAN' - Enter your 10-digit PAN.
 - 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE : File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "16-digit Demat Account No."
- 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). 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA)
- Click on **“SUBMIT”**.

Insta/Video User ID	NSDL	User ID is 8 Character DP ID followed by 8 digit client ID (e.g. JN123456) and 8 digit client id (e.g. 12345678).
	CDSL	User ID is 16 digit is beneficiary ID.
	Shares held in physical form	User ID is Event no + Folio no. registered with the company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- Select the “Company Name” and register with your following details:
- Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- 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

- Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**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 during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on link “Cast your vote”.
- 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.
- Click on ‘Submit’.

- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the 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 General Meeting will be eligible to attend/ participate

in the 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.

Helpdesk:

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.

Place: Lucknow
Dated: 18.05.2026

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

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. 4

On demise of Mr. Lakshmi Kant Jhunjhunwala on March 14, 2026 and pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in their meeting held on May 18, 2026, made appointment of Mrs. Naina Devi Jhunjhunwala W/o late Lakshmi Kant Jhunjhunwala, as an Additional Director to hold office up to the date of ensuing 53rd Annual General Meeting of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, an Additional Director appointed by the Board of Directors of the Company holds office up to the date of the next annual general meeting of the Company.

Further, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides that the listed entity shall ensure that approval of shareholders for the appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs. Naina Devi Jhunjhunwala, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ('the Act') and pursuant to Section 152 of the Act, has given her consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing her appointment as a Director of the Company has been received. Her candidature is in conformity with the requirements of the Act and the Listing Regulations.

Mrs. Naina Devi Jhunjhunwala possesses the appropriate skills, experience, knowledge and capabilities required for the role of a Director of the Company. She also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of management, corporate governance and industry knowledge. For the past four decades, she has skillfully navigated the companies she has worked with through an impressive trajectory of continuous growth and innovation. Considering her diverse experience, competence and extensive knowledge, her induction on the Board will be in the overall interest of the Company.

Brief profiles and other particulars, including the nature of her expertise in specific function areas and name of companies in which she holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as required pursuant to Regulation 36 of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is provided under the head "Profile of Directors" forming part of the Notice as **Appendix A**

The Board recommends the resolution set out in Item No. 4 of the notice for approval by the members as a Special Resolution.

Except Mr. Aditya Jhunjhunwala (Managing Director), Mr. Sanjay Jhunjhunwala (Joint Managing Director), and Mrs. Naina Devi Jhunjhunwala (Director) and their relatives, 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. 5, 6, 7 & 8

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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Aditya Jhunjhunwala, Mr. Sanjay Jhunjhunwala and Mr. S.C. Aggarwala were re-appointed as Whole-Time directors designated as Managing Director, Joint Managing Director & Executive Director cum C.E.O., respectively, at the 50th Annual General Meeting of the Company held on September 25, 2023, for the period of three years effective from April 01, 2024, which shall expire on March 31, 2027. Accordingly, the Board, in its meeting held on May 18, 2026, considered the recommendation of the Nomination & Remuneration Committee and approved the proposal for their reappointment for a period of three years from April 01, 2027.

Further, Mrs. Naina Devi Jhunjhunwala, was appointed by the Board of Directors on the recommendation of the Nomination & Remuneration Committee, as an additional director of the Company with effect from May 18, 2026, on demise of Mr. Lakshmi Kant Jhunjhunwala on March 14, 2026 and who is proposed to be appointed as a Director in terms of the provisions of section 152 of the Companies Act, 2013 ("Act") read with Regulation 17(1C) of the Listing Regulations as proposed in item no. 4 of this notice. Mrs. Naina Devi Jhunjhunwala is proposed to be appointed as Whole-Time Director of the Company, with effect from August 01, 2026, as proposed in item no. 5 of this notice.

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.

It is pertinent to note that Mrs. Naina Devi Jhunjhunwala (aged eighty years) is above the prescribed age; hence, in terms of the provisions of the proviso to Section 196(3) read with Part I of Schedule V of the Companies Act, 2013, the prior approval of the shareholders is sought for her appointment. Accordingly, the Board, in its meeting held on May 18, 2026, based on the recommendation of the Nomination & Remuneration Committee, has recommended to the shareholders for approval of the proposal for her appointment as a Whole Time Director for the period of three years from August 01, 2026.

Mrs. Naina Devi Jhunjhunwala possesses the appropriate skills, experience, knowledge and capabilities required for the role of a Whole Time Director of the Company. She also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of management, corporate governance and industry knowledge. For the past four decades, she has skillfully navigated the companies she has worked with through an impressive trajectory of continuous growth and innovation. Considering her diverse experience, competence and extensive knowledge, her induction on the Board will be in the overall interest of the Company.

Pursuant to the provisions of Section 196(4) read with Schedule V of the Act and provisions of Regulation 17 of the Listing Regulations, the approval of the Shareholders of the Company is required for the re-appointment of Mr. Aditya Jhunjhunwala, Mr. Sanjay Jhunjhunwala

and Mr. S.C. Aggarwala as Whole-Time Directors designated as Managing Director, Joint Managing Director & Executive Director cum C.E.O., respectively with effect from April 01, 2027 and for the appointment of Mrs. Naina Devi Jhunjunwala as a Whole-Time Director with effect from August 01, 2026.

Pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company to its directors, including the 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 the first proviso to Section 197(1) of the Act, the company in a 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.

Brief profiles and other particulars, including the nature of expertise in specific function areas and name of companies in which Mrs. Naina Devi Jhunjunwala, Mr. Aditya Jhunjunwala, Mr. Sanjay Jhunjunwala and Mr. S.C. Aggarwala ("Proposed Appointees") holds directorship and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as required pursuant to Regulation 36 of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is provided under the head "Profile of Directors" forming part of the Notice as Appendix A

The Board has proposed the necessary resolution at item no. 5, 6, 7 & 8 for the appointment of Mrs. Naina Devi Jhunjunwala with effect from August 01, 2026 and reappointment of Mr. Aditya Jhunjunwala, Mr. Sanjay Jhunjunwala and Mr. S.C. Aggarwala with effect from April 01, 2027, respectively, on the following terms and conditions:

A. Remuneration:

Sl.	Particulars	Naina Jhunjunwala	Aditya Jhunjunwala	Sanjay Jhunjunwala	S.C. Aggarwala
1.	Basic Salary	In the range of Rs. 10.00-15.00 Lacs per month as may be determined by the NRC committee and approved the Board	In the range of Rs. 17.50-30.00 Lacs per month as may be determined by the NRC committee and approved the Board.	In the range of Rs. 15.00-20.00 Lacs per month as may be determined by the NRC committee and approved the Board.	In the range of Rs. 4.80-10.00 Lacs per month as may be determined by the NRC committee and approved the Board.
2.	Commission	Not exceeding Rs. 5 crores per annum, as may be approved by Board and its committee from time to time.	Not exceeding Rs. 5 crores per annum, as may be approved by Board and its committee from time to time.	Not exceeding Rs. 5 crores per annum, as may be approved by Board and its committee from time to time.	Commission not exceeding 2% of Net profits under Section 198, as may be approved by Board and its committee from time to time.
3.	House	Free Furnished House	Free Furnished House	Free Furnished House	Free Furnished House.
4.	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.
5.	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 year for self & family as per Company's rules
6.	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
7.	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	Car with driver for self and family
8.	Club and Association Fees	Membership of clubs in India and Abroad- admission for life and renewal thereof	Membership of clubs in India and Abroad- admission for life and renewal thereof	Membership of clubs in India and Abroad- admission for life and renewal thereof	Membership of clubs in India and Abroad- admission for life and renewal thereof
9.	Co's cont. to PF	As per company's rules	As per company's rules	As per company's rules	As per company's rules

10.	Co's cont. to Pension	As per company's rules together with PF and to such amount not taxable under Income Tax	As per company's rules together with PF and to such amount not taxable under Income Tax	As per company's rules together with PF and to such amount not taxable under Income Tax	As per company's rules together with PF and to such amount not taxable under Income Tax
11.	Gratuity	As per company's rules but not exceed 15 days salary on each completed year's.	As per company's rules but not exceed 15 days salary on each completed year's	As per company's rules but not exceed 15 days salary on each completed year's	As per company's rules but not exceed 15 days salary on each completed year's.
12.	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
13.	Leave	Encashment of leave as per company rules	Encashment of leave as per company rules	Encashment of leave as per company rules	Encashment of leave as per company rules
14.	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 in India and abroad 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 in India and abroad 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 in India and abroad 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 in India and abroad and it will not be reckoned as perquisite.
15.	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
16.	Other perks	As applicable to other senior management. In case, the company does not have profit or profit are inadequate, she 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

B. 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;
- The Proposed Appointees 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 the aforesaid remuneration shall be made, for a period of three years, in the event of inadequacy of profits or losses in the respective financial year.

As proposed in item no. 5, 6, 7 and 8, the approval of the members of the Company by way of special resolution is sought in terms of the provisions of sections 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 for the appointment of Mrs. Naina Devi Jhunjunwala with effect from August 01, 2026 and reappointment of Mr. Aditya Jhunjunwala, Mr. Sanjay Jhunjunwala and Mr. S.C. Aggarwala with effect from April 01, 2027, respectively on the terms and conditions as set out above, in terms of the provisions of section 196(3), 196(4) and Part I of Schedule V of the Companies Act, 2013;
- payment of the aforesaid managerial remuneration, 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, even if the Individual limit exceeds five percent of the Net Profits of the Company or the 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 the aforesaid managerial remuneration, 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

- e. payment of the aforesaid managerial remuneration, 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. The above may be treated as a written memorandum setting out the terms of remuneration of the Proposed Appointees under Section 190 of the Act.

Information as required under Para (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

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 55 years with its date of incorporation being December 19, 1971.																																	
Financial performance based on given indicators	For the financial year 2025-2026, the Company made a turnover (Standalone) of INR 65838.08 Lakhs and Profit after Tax (Standalone) of INR 5342.38 Lakhs. Further details of financial performance of the Company for the years 2025-26 being provided in the Annual Report of 2026.																																	
Foreign investments or collaborations, if any	-NA-																																	
II. Information about the appointees																																		
Background details	1. Mrs. Naina Devi Jhunjunwala is proposed to be appointed as a Whole Time Director; 2 Mr. Aditya Jhunjunwala is proposed to be reappointed as a Managing Director; 3. Mr. Sanjay Jhunjunwala is proposed to be reappointed as a Joint Managing Director; 4. Mr. S.C. Aggarwala is proposed to be reappointed as an Executive Director cum C.E.O.;																																	
Past remuneration	<table><tr><th colspan="5">Details of past remuneration are as follows:</th></tr><tr><th>Year</th><th colspan="4">Remuneration (Rs. In lakhs)</th></tr><tr><td>2023-24</td><td>Naina Devi Jhunjunwala</td><td>Aditya Jhun-jhunwala</td><td>Sanjay Jhun-jhunwala</td><td>S.C.Aggarwala</td></tr><tr><td>2024-25</td><td>-</td><td>274.33</td><td>168.90</td><td>54.11</td></tr><tr><td></td><td>-</td><td>356.10</td><td>199.67</td><td>64.66</td></tr><tr><td>2025-26</td><td>-</td><td>-529.69</td><td>201.60</td><td>60.88</td></tr></table>				Details of past remuneration are as follows:					Year	Remuneration (Rs. In lakhs)				2023-24	Naina Devi Jhunjunwala	Aditya Jhun-jhunwala	Sanjay Jhun-jhunwala	S.C.Aggarwala	2024-25	-	274.33	168.90	54.11		-	356.10	199.67	64.66	2025-26	-	-529.69	201.60	60.88
Details of past remuneration are as follows:																																		
Year	Remuneration (Rs. In lakhs)																																	
2023-24	Naina Devi Jhunjunwala	Aditya Jhun-jhunwala	Sanjay Jhun-jhunwala	S.C.Aggarwala																														
2024-25	-	274.33	168.90	54.11																														
	-	356.10	199.67	64.66																														
2025-26	-	-529.69	201.60	60.88																														
Recognition or awards	Under the leadership of team of all the above-named Whole Time Directors, the Company has made tremendous growth and got recognitions in the Sugar Industry in Uttar Pradesh. Mrs. Naina Devi Jhunjunwala having experience in diversified Industry for more than 40 years is proposed to be appointed as a Whole Time Director of the Company. Mr. Aditya Jhunjunwala is a dynamic and young Management expert of Sugar Industry having experience for more than 32 years. Mr. Sanjay Jhunjunwala is also young Management visionary and having experience for more than 28 years. Mr. S.C. Aggarwala is well known for his pioneering in Sugar Technology, having experience for more than 48 years.																																	
Job profile and his suitability	Mrs. Naina Devi Jhunjunwala is having vast experience in diversified Industries. Mr. Aditya Jhunjunwala is B.Com.; having experience of Sugar Industry; Mr. Sanjay Jhunjunwala is B.Com. and MBA from U.K.; having vast Finance an Taxation experience in Sugar Industry; Mr. S. C. Aggarwala 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 Jhunjunhwal and Mr. Sanjay Jhunjunhwal are sons of Mrs. Naina Devi Jhunjunhwal. Besides the remuneration, Mrs. Naina Devi Jhunjunhwal holds 184833348 nos. Equity shares (20.09%), Mr. Aditya Jhunjunhwal holds 5289242 nos. Equity shares (5.75%) and Mr. Sanjay Jhunjunhwal holds 2494600 nos. of Equity Shares (2.72%) of the Company. Besides remuneration, Mr. S.C. Aggarwal 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 2023-24, 2024-25 and 2025-26 of Rs. 28.09 crores, Rs 35.55 crores and Rs. 53.42 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 focused on a new cane variety to increase the yield. The measures being taken by the Company, shall significantly improve the profitability of the Company.
Expected increase in productivity and profits in measurable terms	The Company expects increase in productivity and profits in due course. However, in view of the fact that Sugar Industry is a Govt. controlled industry, giving expected increase in measurable terms is not possible.
IV. Disclosures: Disclosures pursuant to Schedule V to the Act are detailed in the Corporate Governance Section of Annual Report and above	

Mrs. Naina Devi Jhunjunhwal, Mr. Aditya Jhunjunhwal, Mr. Sanjay Jhunjunhwal, and Mr. S.C. Aggarwal are interested in the resolution set out at Items Nos 5, 6, 7 and 8 of the Notice, respectively. Mrs. Naina Devi Jhunjunhwal, Mr. Aditya Jhunjunhwal, & Mr. Sanjay Jhunjunhwal, being related to each other, may be deemed to be interested in the resolution proposed at items Nos 5, 6 and 7. The other relatives of Mrs. Naina Devi Jhunjunhwal, Mr. Aditya Jhunjunhwal, Mr. Sanjay Jhunjunhwal and Shri S.C. Aggarwal 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, is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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

Item 9 :-

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 a cost audit for the financial year 2026-27 in the meeting held on May 18, 2026, 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 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. 9 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 10 :-

The Board of Directors approved the appointment of Mr. Vatsal Jhunjunhwal as the Vice President of the company in its meeting held on February 12, 2022, at a monthly remuneration not exceeding two and a half lakh rupees pursuant to the provisions of clause (f) of sub-section (1) of section 188 of the Companies Act, 2013 ("Act") read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014.

Section 188 of the Act, read with applicable rules inter alia, states that except with a prior consent given by a resolution at a meeting of the Shareholders, no Company shall enter into any contract or arrangement with a related party with respect to such a related party's appointment to any office or place of profit in the Company, its subsidiary or associate company carrying a monthly remuneration exceeding ` 2,50,000/- (Rupees Two Lakh Fifty Thousand).

Now, on the recommendation of the Nomination and Remuneration committee of the Company and approval of the Audit Committee, the Board of Directors of the Company, at their meeting held on May 18, 2026, has approved the change in the terms of appointment, including remuneration, for a period of three years with effect from April 01, 2026, of Mr. Vatsal Jhunjunhwal, designated Vice President of the Company, subject to approval of the shareholders by way of ordinary resolution.

The proposed terms of Mr. Vatsal Jhunjunhwal are similar to those applicable to other employees of the Company in a similar grade and who have equivalent experience. The detailed terms and conditions of appointment of Shri Vatsal Jhunjunhwal, Vice President of the Company, are as follows:-

1. Monthly remuneration: Up to Rs. 10,00,000/- (Rupees Ten Lakhs only) per month (including all allowances, perquisites and benefits in accordance with the Company's rules and regulations in force) as recommended by the Nomination and Remuneration committee and approved by the Board of the company.
2. Promotions & Increments: The above remuneration shall be subject to promotions and increments as per Company policy. However, in no case shall the aggregate remuneration per month exceed Rs. 10,00,000 (Rupees Ten Lakhs) per month.
3. Other Terms & Conditions: Standard as per Company policy.

Additional disclosure as per Industry Standard Note:

Sr. No.	Details	Remarks
a)	Type, material terms and particulars of the proposed transaction;	Change in terms of the appointment of Mr. Vatsal Jhunjunwala, at the office/place of profit as a Vice President at a monthly remuneration not exceeding INR 10,00,000/- in terms of the provisions of clause (f) of sub-section (1) of section 188 of the Companies Act, 2013 ("Act") read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Vatsal Jhunjunwala Son of the Managing Director Mr. Aditya Jhunjunwala. Holding 499721 equity shares of the face value Rs. 2/- in the company under promoter group category.
c)	Tenure of the proposed transaction (particular tenure shall be specified);	Three years with effect from April 01, 2026
d)	Value of the proposed transaction;	INR 1,20,00,000 per annum
e)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	0.20%
f)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, [nature of indebtedness; cost of funds; and tenure]; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	N/A
g)	Justification as to why the RPT is in the interest of the listed entity;	Mr. Vatsal Jhunjunwala has been working with the Company since February 2022 as a Vice President and has demonstrated his abilities for the responsibilities assigned to him. The proposed terms of Mr. Vatsal Jhunjunwala are similar to those applicable to other employees of the Company in a similar grade and who have equivalent experience.
h)	A copy of the valuation or other external party report, if any such report has been relied upon;	N/A
i)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	N/A
j)	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	
k)	Any other information that may be relevant.	Vatsal Jhunjunwala is an emerging professional with a strong academic foundation in Business and Economics, having completed his undergraduate studies at SIMS College, New York University. His education has equipped him with analytical skills in financial management, economic strategy, and organizational operations. He demonstrates keen interest in corporate finance, economic analysis, and business development, with a focus on applying theoretical knowledge to practical problem-solving. Vatsal's background reflects adaptability, global exposure, and a readiness to contribute to dynamic corporate environments.

Considering Mr. Vatsal's qualifications, past work experience outside and within the Company, the Board of Directors is of the opinion that holding the office of profit by him is in the interest of the Company and his remuneration is commensurate with his responsibilities and his experience. In resolution no. 10, none of the Directors or Key Managerial Personnel of the Company or their relatives, except Mrs. Naina Devi Jhunjunwala, Mr. Aditya Jhunjunwala, & Mr. Sanjay Jhunjunwala and their relatives are concerned or interested financially or otherwise in this resolution.

The Members may please note that, in terms of the applicable provisions, no related party/ies shall vote on this resolution.

The Board recommends the resolution at Item No. 10 for approval by the members by way of an Ordinary Resolution.

Item No:-11

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with effect from April 01, 2019, no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Sushil Solomon is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013, and he has given his consent to continue as Non-Executive Independent Director post attaining the age of 75 years.

The Nomination & Remuneration Committee (NRC) at its meeting held on May 18, 2026, has provided its recommendation to the Board, and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members his continuation as Non- Executive Independent Director post attaining the age of 75 years. In compliance with the provisions of Section 17(1A) of the Listing Regulations, the resolution for the approval for continuation of Mr. Sushil Solomon as Non-Executive Independent Director post attaining the age of 75 years, with effect from 21.12.2026 for his remaining tenure up to 05.08.2029, is being placed before the members for their approval.

Continuation of Directorship Post 75 Years

The Board places on record its deep appreciation of the distinguished contributions of **Shri Sushil Solomon**, whose illustrious career spanning over **37 years** has been dedicated to advancing scientific research, academic guidance, and industry leadership in the field of **sugarcane and sugar technology**. His continued association is considered invaluable for the Company's growth and knowledge capital.

Dr. Solomon's stature as a globally recognized authority is evidenced by his receipt of numerous **international and national awards**, including

the *Friendship Award (China)*, *Jin Xiu Qui Award*, *Award of Excellence, Lifetime Achievement Award (2014)*, *Sinai University Peace Award*, *IAPSIT Global Award of Excellence (Egypt)*, *Indira Gandhi Purushkar (2013 & 2014)*, *Dr. Rajendra Prasad Award (2014) conferred by the Ministry of Agriculture, Government of India*, and the *Rajiv Gandhi Rashtriya Gyan Vigyan Puraskar (2014) conferred by the Hon'ble President of India*. He has also been honored with the *Hari Om Ashram Trust Award (ICAR)* and several other prestigious recognitions.

His professional affiliations as **Fellow of the Sugar Technologists Association of India, Fellow of the International Association of Professionals in Sugar & Integrated Technology, and Fellow of the Indian Society of Agricultural Biochemists** further underscore his eminence in the field. He has served as **President of the Society for Sugar Research and Promotion, Editor in Chief of Sugar Tech Journal, and Executive Editor of IAPSIT and Sugar Tech Newsletters**, thereby shaping academic and industry discourse at the highest level.

Dr. Solomon has successfully led and mentored several **national and international projects**, and has organized, coordinated, and participated in global symposia and conferences across India, China, Vietnam, Egypt, and Brazil. His leadership continues to inspire innovation and collaboration in the sugar industry.

In view of his unparalleled expertise, global recognition, and continuing ability to contribute meaningfully to the Company's strategic direction, the Board unanimously recommends the **continuation of his directorship beyond the age of 75 years**, in accordance with the provisions of the Companies Act, 2013, subject to shareholders' approval by way of a special resolution.

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

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]

Name	Mr. Sushil Solomon
Age	74 years
Din	08553009
Date of first appointment on the Board	06.08.2019
Qualifications	Shri Sushil Solomon, an eminent researcher and distinguished educationist, was appointed as the 38th Vice Chancellor of C.S. Azad University of Agriculture and Technology, Kanpur. He earned his Ph.D. in Micro/Biochemistry (1978) from Punjab Agricultural University, Ludhiana, and subsequently completed a Post Graduate Diploma in Business Information Management (PGDBIM) from Datamatic School of Management, Mumbai. In addition to his academic leadership, Dr. Solomon has served as Director of the Indian Institute of Sugarcane Research (ICAR), Lucknow, where he contributed significantly to advancing research and development in the sugarcane sector.
Nature of Expertise & Experience	Shri Sushil Solomon has devoted over 37 years to advancing scientific research, teaching, and guiding the sugarcane and sugar industry. He has been honored with numerous international awards including the Friendship Award, Jin Xiu Qui Award, and IAPSIT Global Award of Excellence, as well as prestigious national recognitions such as the Indira Gandhi Purushkar, Dr. Rajendra Prasad Award, and Rajiv Gandhi Rashtriya Gyan Vigyan Puraskar conferred by the President of India. A Fellow of leading professional associations, he has held eminent positions including President of the Society for Sugar Research and Promotion and Editor in Chief of Sugar Tech Journal. Through his leadership in global conferences and national and international projects, Dr. Solomon has significantly shaped research, collaboration, and innovation in the sugar sector.
Skills and Capabilities	• Business Strategy, Brand Building and Leadership • Sales and Marketing • Strategic Planning • General Administration
Relationship with other Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Terms and conditions of appointment/ re-appointment:	It is proposed to continue Shri Sushil Solomon as an Independent Director of the Company for the remaining period for his second Term of Five (5) years which came in to effect from 03rd August, 2024, not liable to retire by rotation
Remuneration last drawn	NA
Remuneration proposed to be paid:	Shri Sushil Solomon 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 (2025-2026):	4
Directorships held in other companies	NA
Memberships/ Chairmanships of committees of other companies	NA
Memberships/ Chairmanships of committees of the Board of the Company	
Memberships/ Chairmanships of committees of other companies	NA
No. of shares in the Company	Nil

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]

Name	Mrs. Naina Devi Jhunhunwala	Mr. Aditya Jhunhunwala	Mr. Sanjay Jhunhunwala	Mr. S. C. Aggarwala
Age	81 years	56 years	51 years	65 years
Din	01837824	01686189	01777954	02461954
Date of first appointment on the Board	18.05.2026	19.09.2015	19.09.2015	19.09.2015
Qualifications	She is an 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	Mrs. Naina Devi Jhunhunwala, wife of Late L.K. Jhunhunwala, holds a Bachelor's degree in Arts from Kolkata. She brings with her over 35 years of extensive business experience, has served as Director in various organizations, and is widely recognized as a philanthropist and a successful entrepreneur.	He has about 35 years of business experience mainly in Sugar and Power. He is looking after the overall operations of the Company. He has also served as the president of Indian Sugar Mills association in past.	Mr. Sanjay Jhunhunwala is responsible for the overall operations of the Distillery Unit of the Company. He has more than 27 years of experience in the sugar industry and has implemented modern management techniques, which have proved immensely beneficial to the Company	Mr. Subhash Chandra Aggarwala 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 Piccadilly Agro Industries as General Manager in 1997. He is now the Executive Director since 2001 at KM Sugar. He is the key person who implements management policies decisions, setting targets for outputs and ensuring their achievement. He is also involved in the planning and coordination of various departments of the organization
Skills and Capabilities	Industry Experience, Industry Knowledge,	Industry Experience, Industry Knowledge, Interpersonal Relations and Leadership	Industry Experience, Industry Knowledge, Interpersonal Relations and Leadership	Industry Experience, Industry Knowledge, Agri-Research & Development;
Relationship with other Director/ Key Managerial Personnel	She is related to Shri Aditya Jhunhunwala, Managing Director and Shri Sanjay Jhunhunwala, Jt. Managing Director	He is related to Smt Naina Devi Jhunhunwala, and Shri Sanjay Jhunhunwala, Jt. Managing Director	He is related to Smt Naina Devi Jhunhunwala, and Shri Sanjay Jhunhunwala, Jt. Managing Director	Not related to any Director / Key Managerial Personnel

Terms and conditions of appointment/ re-appointment:	Appointed as Whole Time Director designated with effect from 28.07.2026, Her office is liable to retire by rotation. She is entitled to receive remunerations as per the provisions of the Companies Act, 2013	Appointed as Whole Time Director designated as 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. 529.68 Lakhs for Financial Year 2025-2026.	Total Remuneration of Rs. 201.60 Lakhs for Financial Year 2025-2026.	Total Remuneration of Rs. 64.66 Lakhs for Financial Year 2025-2026
Remuneration proposed to be paid:	In terms of the Special Resolution Proposed to be passed in the 53rd AGM to be held on 28th July, 2026	In terms of the Special Resolution Proposed to be passed in the 53rd AGM to be held on 28th July, 2026	In terms of the Special Resolution Proposed to be passed in the 53rd AGM to be held on 28th July, 2026	In terms of the Special Resolution Proposed to be passed in the 53rd AGM to be held on 28th July, 2026
Number of meetings of the Board attended during the financial year (2025-2026):	-	4	3	4
Directorships held in other companies	1.)Benaras Inorganics Private Limited 2.)K M Vyapar Limited 3.)K M Plantations Private Limited 4.) Rameshwaram Properties Private Limited. Mariada Hospitality Private Limited, 6.Satyam Trade Centre Pvt Ltd. 7.Zar International Private Limited	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	1) Shri Shakti Credits Ltd., 2) Progressive Dealer Pvt. Ltd., 3) Promising Logistic Pvt. Ltd., 4) Jhunjhunwala Securities Pvt. Ltd., 5) Thermocraft (India) Pvt. Ltd., 6) Prakash Properties Pvt. Ltd., 7) Brahma Properties Pvt. Ltd., 8) KM Spirits And Allied Industries Limited 9) Marvel Business Pvt. Ltd., 10)Benaras Inorganics Private Limited	1.) Sonar Casting Limited
Memberships/ Chairmanships of committees of other companies	None	None	None	None
Memberships/ Chairmanships of committees of the Board of the Company	CSR Committee	Finance Committee	1. Stakeholders Relationship Committee 2- CSR Committee	1- Audit Committee 2. Finance Committee
Memberships/ Chairmanships of committees of other companies	None	Member of Audit Committee in Sonar Casting Ltd	None	None
No. of shares in the Company	18483348	5289242	2494600	0

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

**Ritika Tandon
Company Secretary & Compliance Officer**

**Place: Lucknow
Dated: 18.05.2026**

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