

# K. M. SUGAR MILLS LIMITED

**Regd. Office:** 11 MOTI BHAWAN COLLECTOR GANJ,

KANPUR, Uttar Pradesh-208001

**CIN:** L15421UP1971PLC003492;

**Website:** www.kmsugar.com

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

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 51st Annual General Meeting of the K. M. Sugar Mills Ltd. will be held through Video Conference / Other Audio Visual Means, on Saturday, the 03rd day of August, 2024 at 11:00 a.m. to transact the following business:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director pursuant to section 152(6) of the companies Act, 2013 in place of Shri Sanjay Jhunjhunwala (DIN-01777954), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director pursuant to section 152(6) of the Companies Act, 2013 in place of Shri Subhash Chandra Aggarwala (DIN- 01261954), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:-

4. To ratify the remuneration of Cost Auditor appointed for the financial year 2024-25 and if thought fit to pass, the following resolution as an Ordinary Resolution: -

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. Aman Malviya & Associate, Cost Accountants (Firm Registration No.: 000189), appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2025, at a remuneration of Rs. 50,000.(Rupees Fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.

5. To re-appoint Shri Sushil Solomon (DIN – 08553009) as an Independent Director and, if thought fit, to pass, the following resolution as a Special resolution: -

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17 including Regulation 17 (1A), 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of

Association of the Company and on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 21st May, 2024, Shri Sushil Solomon (DIN – 08553009) aged about 72 years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 years w.e.f. 06th August, 2024 up to 05th August, 2029.

**"RESOLVED FURTHER THAT** Shri Aditya Jhunjhunwala, Managing Director and Ms. Pooja Dua, Company Secretary of the Company, 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. To appoint Smt Archna Agarwal(DIN – 10615127) as an Independent Director of the Company To consider and if thought fit, to pass the following resolution as Special Resolution: -

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), Smt Archna Agarwal (DIN – 10615127), who was appointed as an Additional Director(Non-Executive Independent) of the Company in the meeting held on, the 21st day of May,2024, pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up-to the date of forthcoming ensuring Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Independent Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) years w.e.f. 21st day of May,2024 up to 20th day of May,2029 not liable to retire by rotation during such term."

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

7. To appoint Shri Narendra Mohan (DIN – 10661367) as an Independent Director of the Company To consider and if thought fit, to pass the following resolution as Special Resolution: -

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), Shri Narendra Mohan (DIN – 10661367), who was appointed as an Additional Director(Non-Executive Independent) of the Company in the meeting held on, the 29th day of June, 2024, pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up-to the date of forthcoming ensuring Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Independent Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing

Regulations, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) years w.e.f. 29th day of June, 2024 up to 28th day of June, 2029 not liable to retire by rotation during such term.”

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

8. To approve the changes in the clauses of the Article of Association of the company and if thought fit to pass, the following resolution as a Special Resolution: -

**“RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, pursuant to the recommendation of the Board of the company, the consent of the shareholders of the company be and is hereby accorded for alteration in the Clause of the Article of Association (“AOA”) of the Company by amending clause XXVII by deleting article 199(1) and 199(2) and clause IX by amending article 74(1)(vi) of the Article of Association as following: -”

**(i) XXVIII. SEAL**

The Seal, its custody and use	199	(1)	The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereto and the Directors shall provide for the safe custody of the seal for the time being. The seal of the Company shall never be used except by the authority of a resolution of the Board of Directors and in presence of one of Directors or such other persons as the Board may authorise who will sign in token thereof and countersigned by such officers or persons at the Directors may from time-to-time resolve.
		(2)	Any instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same.

**IX. ALTERATION OF SHARE CAPITAL**

Further Issue of capital	74	(1)	(vi)	To any persons, by way of passing a Special Resolution to that effect, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be specified in the relevant Rules
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**Amended Clause: -**

**(i) XXVIII. SEAL**

--Deleted--	199	(1)	--Deleted--
		(2)	--Deleted--

(ii)

## IX. ALTERATION OF SHARE CAPITAL

Further Issue of capital	74	(1)	(vi)	To any persons, by way of passing a Special Resolution to that effect, whether or not those persons include the persons referred to in clause (a) or clause (b) of Section 62(1) of the Act, either for cash or for a consideration other than cash, by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
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**“RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things, as they may be necessary and to file necessary form with the appropriate authorities in this regard, in their absolute discretion, proper and desirable.”

9. To change in the registered office of the company and if thought fit to pass the following resolution as a Special Resolution: -

**“RESOLVED THAT** pursuant to provisions of Section 12 of Companies Act, 2013, (“Act”) reads with the companies(incorporation) Rules, 2014 and any other applicable provisions, if any including any statutory modifications or re-enactment thereof for the time being in force and subject to such

other requisite approvals, if any, pursuant to the recommendation of the Board of the company, the consent of the shareholders of the company be and is hereby accorded for shifting the registered office of the company from its present location at 11, Moti Bhawan Collector Ganj Kanpur -208001 U.P. India to 76, Eldeco Greens Gontinagar Lucknow,- 226010 U.P. India within the State of Uttar Pradesh.”

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things, as they may be necessary and to file necessary form with the appropriate authorities in this regard, in their absolute discretion, proper and desirable.”

Place: Lucknow  
Dated: 29-06-2024

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

## Notes:

- 1) The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, towards this, the Securities and Exchange Board of India ('SEBI'), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 51st AGM of the Company will be held through VC/OAVM on Saturday, August 03, 2024 at 11:00 A.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 11 Moti Bhawan Collector Ganj, Kanpur, Uttar Pradesh-208001, India.
- 2) In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company has engaged the services of Link Intime (India) Private Limited (LIPL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the ensuing Annual General Meeting (AGM) in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is also provided by LIPL.
- 3) VC/OAVM facility provided by the Company, is having a capacity to allow 1000 members to participate at the Meeting on a first come- first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, CSR Committee, Auditors etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
- 4) Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the AGM through VC/ OAVM are provided at point no. 23.
- 5) The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- 6) In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of Notice of the 51st AGM of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s). Notice will also be available on the Company's website [www.kmsugar.com](http://www.kmsugar.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- 7) Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the 51st AGM being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 51st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 8) Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address [pragatics@gmail.com](mailto:pragatics@gmail.com). Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
- 9) Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on [cs@kmsugar.in](mailto:cs@kmsugar.in) at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.
- 10) Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL) Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11- 41410592; Fax No.: +91-11-41410591; Email: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)) for reply to their queries/redressal of complaints, if any, or contact Ms. Pooja Dua, Company Secretary at the Corporate Office of the Company (Phone No.: +91-522-4079561; Email: [cs@kmsugar.in](mailto:cs@kmsugar.in)).  
  
Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.
- 11) As per Regulation 40 of the SEBI Listing Regulations, as amended, the securities of the listed company cannot be transferred in physical mode w.e.f. April 01, 2019, except in case of request received for transposition or transmission of securities. In view of this, Members holding shares in physical form are requested to get

their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA for assistance in this regard.

- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No.SH.13 duly filled in to M/s. Link Intime India Private Limited at the above-mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants to avail this facility.
- 13) In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA in case shares are held by them in physical form for receiving all communication notices, circulars etc. from the Company electronically.
- 14) Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
- 15) Since the AGM will be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
- 16) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, 2013 read with Rules issued thereunder will be made available electronically for inspection by the Members during the Meeting. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM. Also, the Notice for this 51th AGM along with requisite documents also be available on the Company's website [www.kmsugar.com](http://www.kmsugar.com). Further, the notice received 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](mailto:cs@kmsugar.in)
- 17) The remote e-voting facility will be available during the following voting period:
  - i. Commencement of remote e-voting: From 09.00 a.m. IST of Wednesday July, 31 2024.
  - ii. End of remote e-voting: Up to 5.00 p.m. IST of Friday August, 02 2024
- 18) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 26 July, 2024 may cast their vote through

remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter and the facility will be blocked forthwith. Further, Register of member and share transfer books of the company will remain closed from Sunday 28th July, 2024 to Saturday, 3rd August, 2024.

- 21) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Members holding shares in physical form are required to convert their shares into dematerialized form, failing which the RTA will not initiate and/or accept any request from such Members. Further, upon non-conversion, such shares will be credited to the Suspense Escrow Demat Account of the Company which shall be credited to the Members only upon furnishing their demat details.
- 22) Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. OR

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.

- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**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.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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

\*Shareholders holding shares in NSDL form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) 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 at Sr.No. 2 above). 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](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a) 'Investor ID'-
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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). OR

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.

- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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).

#### Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	
	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### Forgot Password:

##### Individual shareholders holding securities in physical form has forgotten the password:

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

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

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

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

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

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

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

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the “Company” and ‘Event Date’ and register with your following details: -
- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

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

- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting)

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

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/



Against!5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

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

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

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

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

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

Place: Lucknow  
Dated: 29-06-2024

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

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

**Item no. 4**

The Board of Directors approved the appointment of M/s. Aman Malviya & Associates, Cost Accountants, Lucknow, as a Cost Auditor of the Company for conducting cost audit for the financial year 2024-25 in the meeting held on May 21, 2024 at the remuneration of Rs. 50,000/- plus goods and services tax, as applicable, and reimbursement of out-of-pocket expenses, in line with the recommendation of the Audit Committee. Pursuant the provision of section 148 other applicable provisions if any of the Companies Act, 2013 and rule made thereunder, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

The Board recommends resolution set out in item no. 4 of the notice for approval and ratification to the members as an Ordinary Resolution.

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

**Item no. 5**

Shri Sushil Solomon was appointed as an Independent Directors of the Company in 46th annual general meeting of the Company held on 20.09.2019 w.e.f 06.08.2019 for the period of five years.

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

Accordingly the Board of Directors of the Company ('the Board') at the meeting held on May 21, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Shri Sushil Solomon as Independent Directors of the Company for the second term of the five years with effect from w.e.f 06th August, 2024 in the ensuing annual general meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his re-appointment.

Further as Shri Sushil Solomon has already attained the age of 72 years as on April 01, 2024, the approval of shareholders by way of special resolution is sought as mentioned in item no. 5 in terms of the provisions of regulation 17(1A) of the SEBI Listing Regulations, 2015.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Shri Sushil Solomon and his contribution to Board proposes, his continued association would benefit the Company. Declarations have been received from Shri Sushil Solomon that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015.

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

The consent of the Members by way of Special Resolution is required for re-appointment of Shri Sushil Solomon, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Shri Sushil Solomon has already attained the age of 72 years shall attain the age of seventy five years on 21.12.2027, during the proposed term of re-appointment. The Special Resolutions under Item Nos. 5, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Shri Sushil Solomon as Independent Directors beyond the age of seventy five years.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Shri Sushil Solomon have been received by the Company, and consents have been given by Shri Sushil Solomon pursuant to Section 152 of the Act.

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.

Additional information in respect of Shri Sushil Solomon, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, are provided in Appendix -A.

**Item No.6&7**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Smt Archana Agarwal (Din: 10615127), as an Additional-Women Director (Non-Executive Independent) and Shri Narendra Mohan (DIN – 10661367) as an Additional-Director (Non-Executive Independent) in its meeting held on the 21st day of May, 2024 and 29th day of June, 2024 respectively who are not liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 to hold office up-to the date of ensuing Annual General Meeting of the Company. The Board noted that Smt Archana Agarwal (Din: 10615127) and Shri Narendra Mohan (DIN – 10661367) skills, knowledge, and experience are aligned to their role and capabilities and that they are eligible for appointment as an Independent Director.

Smt Archana Agarwal (Din: 10615127) and Shri Narendra Mohan (DIN – 10661367) has confirmed: (a) eligibility and criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b)

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”); (b) they are not disqualified or debarred from holding the office of director by virtue of any SEBI order or any other such authority; (c) they have undertaken registration in the Independent Director’s data bank; and (d) they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, they have given their consent to be appointed as an Independent Director of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention to propose the candidature of Smt Archna Agarwal (Din: 10615127) and Shri Narendra Mohan (DIN – 10661367), for the office of Independent Director of the Company.

The Board is of the opinion that Smt Archna Agarwal (Din: 10615127) and Shri Narendra Mohan (DIN – 10661367) has rich and diverse experience will be valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making.

The Board of Directors recommends the appointment of Smt Archna Agarwal (Din: 10615127) and Shri Narendra Mohan (DIN – 10661367) as an Independent Director of the Company for a period of Five (5) years commencing from 21st day of May, 2024, up to 20th day of May, 2029 and 29th day of June, 2024, up to 28th day of June, 2029 respectively, who are not liable to retire by rotation during the term.

Save and except Smt Archna Agarwal Shri Narendra Mohan, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Your directors recommend the Resolution set out in Item No.6&7 as a Special Resolution for your approval.

Additional information in respect of Smt Archna Agarwal and Shri Narendra Mohan, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, are provided in **Appendix -A.**

**Item No: 8**

The Board in the meeting held on 21st May 2024 has recommended

necessary changes in the Article of Association (AOA), for approval of the members at ensuing Annual General Meeting of the Company, to align it with the provisions of companies Act, 2013 including rules framed thereunder.

The Board of Director of the company proposed for the amendment in existing Article of Association of the company, keeping in view of the proposed changes in the various clauses and to align the with the requirement of law. Therefore, the Board proposes to delete the common seal clause of the company and amend alteration of share capital clause of AOA. As per the provisions of Section 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company amending AOA of the Company. The Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

A copy of amended AOA of the Company would be available for inspection electronically by the Members during the Meeting of the members.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

The Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

**Item No: 9**

The registered office of the company is currently situated at 11, Moti Bhawan Collector Ganj Kanpur -208001 U.P. India. With the view to improve operational efficiency of the company, Board of Directors of the company is proposing for shifting of registered office to 76, Eldeco Greens Gombinagar Lucknow,- 226010 U.P. India within the State of Uttar Pradesh.

In accordance with the provisions of Section12(5) of Companies Act, 2013 except with the authority of the special resolution passed by the company, the registered office of the company shall not be changed, outside the local limits of any town, city and village where such office is situated.

Accordingly, the consent of the shareholders of the company is sought for passing special resolution as set in Item no.8 of the Notice.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

The Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

**Appendix -A**

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

Names	Shri Sushil Solomon	Smt Archna Agarwal,	Shri Narendra Mohan Agarwal
Age	72 years	63 years	60 years
Din	08553009	10615127	10661367
Date of first appointment on the Board	06st day of August, 2019	21st day of May, 2024	29th day of June, 2024

Qualifications	Shri Sushil Solomon, a renowned Researcher and Educationist has been appointed is the 38th Vice-Chancellor of C.S. Azad University of Agriculture and Technology, Kanpur. He obtained Ph.D. in Micro/Bio-chemistry (1978) from PAU, Ludhiana and PGDBIM from Datamatic School of Management, Mumbai. He has also worked as Director, Indian Institute of Sugarcane Research, (ICAR), Lucknow.	Graduate from Avadh University Faizabad, Uttar Pradesh.	Shri Narendra Mohan, has an exemplary career in the sugar industry spanning about four decades including eleven years as Director, National Sugar Institute, Kanpur, India, a premier institute of Government of India which was established in 1936. He did his post graduate studies in Sugar Technology from National Sugar Institute and later on was conferred Fellowship as well.
Nature of Expertise & Experience	Shri Sushil Solomon has contributed more than 37 years in scientific/research guidance/teaching in sugarcane/Sugar Industry. He is the recipient of several International recognitions like Friendship Award, Jin Xiu Qui Award, Award of Excellence, Life time Achievement Award-2014 from China, Sinai University Peace Award and IAPSIT Global Award of Excellence from Egypt, Prestigious Indira Gandhi Purushkar 2013 & 2014, Dr. Rajendra Prasad Award (2014), by Ministry of Agriculture, Govt. of India, Rajiv Gandhi Rashtriya Gyan-Vigyan Hindi Moulic Pustak Lekhan Purushkar (2014) conferred by H.E. President of India, Dr. Dharampal Singh Life time Achievement Award (2014) from UPAAS and Hariom Ashram Trust Award by ICAR in 2012-13. Dr. Solomon has also been awarded with fellow of Sugar Technologist Association of India, Fellow of International Association of Professionals in Sugar & Integrated Technology, and Fellow of Indian Society of Agricultural Biochemists. He served as President of Society for Sugar Research and Promotion, Editor in Chief of Sugar Tech Journal, Executive Editor of IAPSIT and Sugar Tech News letters. He has organised, coordinated and attended several National & International Symposium/Conference in India, China, Vietnam, Egypt, Brazil etc. by his own capacity. He has handled several National and International Projects as a Leader and Mentor.	She has been working in various companies as promoter and help them to grow and achieve milestone	Shri Narendra Mohan has been an inspiring teacher, admirable research worker and an esteemed government official having a long and distinguished career of working in sugar industry and at the institute. An author of 7 books, more than 200 papers been published in various reputed journals, many book chapters and patents to his credit, indicates his passion for academic & research work.  He has played a pivotal role in converting sugar industry into clean & green industry producing bio-chemicals, other bio-products and bio-energy apart from sugar. He remained a "Think Tank" for the Ministry of Consumer Affairs, Food & Public Distribution" and contributed significantly in many policy matters including price fixation mechanism for ethanol made from different feed stocks, minimum selling price of sugar and in other associated matters. Prof. Mohan is associated with many prestigious International scientific societies and organizations.  He has also provided consultancy to set up a Sugar Institute at Nigeria. He visited extensively to Austria, Switzerland, Indonesia, Nigeria, Bhutan, France, Kenya, Thailand, Egypt and Iran etc. to deliver lectures and provide technical consultancy.
Skills and Capabilities	<ul style="list-style-type: none"> <li>• Business Strategy, Brand Building and Leadership</li> <li>• Sales and Marketing</li> <li>• Strategic Planning</li> <li>• General Administration</li> </ul>	<ul style="list-style-type: none"> <li>• Business Strategy, Brand Building and Leadership</li> <li>• Strategic Planning</li> <li>• General Administration</li> </ul>	<ul style="list-style-type: none"> <li>• Business Guidance, Brand Building</li> <li>• Strategic Planning</li> </ul>

Relationship with other Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Terms and conditions of appointment/ re-appointment:	It is proposed to appoint Shri Sushil Soloman as an Independent Director of the Company for second Term of Five (5) years w.e.f. 06th day of August,2024, not liable to retire by rotation	It is proposed to appoint Smt Archna Agarwal,as an Independent Director of the Company for a Term of Five (5) years w.e.f. 21st day of May,2024, not liable to retire by rotation	It is proposed to appoint Shri Narendra Mohan, as an Independent Director of the Company for a Term of Five (5) years w.e.f. 29th day of June,2024, not liable to retire by rotation
Remuneration last drawn	N/A	N/A	N/A
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.	Smt Archna Agarwal 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.	Shri Narendra Mohan Agarwal 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 (2023-24):	4	N/A	N/A
Directorships held in other companies	N/A	N/A	N/A
Memberships / Chairmanships of committees of other companies	N/A	N/A	N/A
No. of shares in the Company	Nil	Nil	Nil

Place: Lucknow  
Dated: 29-06-2024

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