



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.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 02nd Extra-Ordinary General Meeting of the K. M. Sugar Mills Ltd. will be held **through Video Conference / Other Audio Visual Means**, on Wednesday, the 10th day of March, 2021 at 11:00 a.m. transact the following business:

SPECIAL BUSINESS: -

1.To consider and if thought fit to pass with or without modification, following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), consent of the members be and is hereby accorded to the Company for contributing from time to time as Corporate Social Responsibility under the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder or otherwise to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities not directly relating to the business of the Company or the welfare of its employees, including but not limited to Trust or Section 8 Companies promoted by the Company of any amounts the aggregate of which may exceed five percent of its average net profits for the three immediately preceding financial years, however aggregate amount does not exceed Rs. 500,00,000/- (Rupees Five Crore only) for each of the financial year ending 31st March, 2021 and financial year ending 31st March, 2022."

"**RESOLVED FURTHER THAT** Mr. Aditya Jhunjunwala, Managing Director, Mr. S. C Agarwal, Executive Director and Ms. Pooja Dua, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

2.To approve the investment in Sonar Castings Limited and to consider and if thought fit to pass, the following resolution as the Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 185, 186 & 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), memorandum and articles of association and the

Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the contract(s)/ arrangement(s)/ transaction(s) with Sonar Castings Limited (SCL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for investments/Corporate Guarantee for securing credit facility, on terms and conditions mentioned in the explanatory statement, up to an aggregate value not exceeding Rs.150 Crores from the present aggregate value of Rs. 100 crores, in one or more tranches, for the business activities of SCL related to its ductile Iron project at West Bengal.

"RESOLVED FURTHER THAT Shri Aditya Jhunjhunwala, Managing Director, Shri S.C Agarwal, Executive Director and Ms. Pooja Dua, Company Secretary be and is hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable", in order to give effect to this Resolution in the best interest of the Company."

3. To appoint **Shri Bibhas Kumar Srivastav** as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Ordinary 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 Bibhas Kumar Srivastav, who was appointed as an Additional Director(Non-Executive Independent) of the Company by passing resolution by circulation on Monday, the 01st day of February,2021, 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. 01st day of February,2021 not liable to retire by rotation."

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

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



**Pooja Dua
Company Secretary -cum -compliance officer**

**Place: Lucknow
Dated: 11.02.2021**

Notes:

1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively and General Circular No. 39/2020 dated 31st December 2020 issued by the MCA and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by SEBI ("MCA and SEBI Circulars") permitted holding of the Extra- Ordinary General Meeting ("the Meeting/EGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforesaid MCA Circulars, the EGM of the Company will be conducted through VC/OAVM.

2) In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April 2020 issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 11 Moti Bhawan Collector Ganj, Kanpur, Uttar Pradesh-208001, India.

3) Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

4) The relevant Explanatory Statement pursuant to section 102 of the Act, in respect of the special business, set out at Item No. 1 to 3 of the Notice, is annexed.

5) 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 in view of the aforesaid MCA and SEBI Circulars, 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 EGM 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 EGM ("remote e-voting") is also provided by LIPL.

6) 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.

7) Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the EGM through VC/ OAVM are provided at point no. 22.

8) The facility for joining the EGM 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.

9) In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Notice of the 2nd EGM 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) for communication purposes, as the requirement of sending the hard copies of notice of EGM has been dispensed with. Members may note that the 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.

10) 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 2nd EGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA General Circular No. 14/2020 dated April 08, 2020, the facility for appointment of proxies by the Members will not be available for the 2nd EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

11) Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address pragatics@gmail.com.

Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this EGM

12) Members having any queries related to accounts and operations or any other matter to be placed at the EGM of the Company, may write to the Company through an email on cs@kmsugar.com at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.

13) Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL) Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11- 41410592; Fax No.: +91-11-41410591; Email: delhi@linkintime.co.in) for reply to their queries/redressal of complaints, if any, or contact Ms. Pooja Dua, Company Secretary at the Corporate Office of the Company (Phone No.: +91-522-4079561; Email: cs@kmsugar.com).

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.

14) As per Regulation 40 of the SEBI Listing Regulations, as amended, the securities of the listed company cannot be transferred in physical mode w.e.f. April 01, 2019, except in case of request received for transposition or transmission of securities. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. LIPL for assistance in this regard.

15) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA i.e. LIPL.

16) In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. LIPL in case shares are held by them in physical form for receiving all communication including, notices, circulars etc. from the Company electronically.

17) Since the EGM will be conducted through VC / OAVM, the Route Map is not annexed to this Notice.

18) The register of Member and share transfer books of the company will remain closed from Thursday, 04th March, 2021 to Wednesday 10th March, 2021. 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 EGM. Also, the Notice for this 2nd EGM along with requisite documents shall 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.com

19) The remote e-voting facility will be available during the following voting period:

i. Commencement of remote e-voting: From 10.00 a.m. IST of Sunday, March 07, 2021.

ii. End of remote e-voting: Up to 5.00 p.m. IST of Tuesday, March 09, 2021-

20) 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. Wednesday, March 03, 2021 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.

21) Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the **URL: <https://instavote.linkintime.co.in>**

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily Generate their own Password, as under:

» Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Enter your User ID

- 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 Event No {210032} + 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

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

- Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- 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 the 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".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

22) Process and manner for attending the Extra-Ordinary 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

23) Instructions for Shareholders/ Members to Speak during the Extra-Ordinary 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.

24) Instructions for Shareholders/ Members to Vote during the Extra-Ordinary General Meeting through InstaMeet:

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 Extra-Ordinary 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 Extra-Ordinary General Meeting will be eligible to attend/ participate in the Extra-Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

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



**Pooja Dua
Company Secretary -cum -compliance officer**

**Place: Lucknow
Dated: 11.02.2021**

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.1: CONTRIBUTION TO CHARITABLE OR OTHER FUNDS/INSTITUTIONS IN TERMS OF SECTION 181 OF THE COMPANIES ACT, 2013

This resolution is for enabling and authorizing the Company to contribute as Corporate Social Responsibility under the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder or otherwise to national, Charitable, social, benevolent, public or general and other funds/institutions/hospitals/trustees/entities, including but not limited to Trust or Section 8 Companies promoted by the Company from time to time during the financial year 2020-2021 and financial year 2021-2022, for any national, charitable, social, benevolent, public or general causes not directly relating to the business of the Company or the welfare of its employees, above the aggregate maximum amount permissible under section 181 of the Companies Act, 2013, up to limit proposed in the resolution.

Pursuant to the provisions of Section 181 of the Companies Act, 2013 prior permission of the company in general meeting shall be required for such contribution in case any amount the aggregate of which, in any financial year, exceed five percent of its average net profits for the three immediately preceding financial years.

Further as the contribution may be made to the national, Charitable, social, benevolent, public or general and other funds/institutions/hospitals/trustees/entities, including but not limited to Trust or Section 8 Companies promoted by the Company, which may also fall in the definition of related party in terms of the provisions of SEBI (LODR) Regulations, 2015, it is proposed to take approval of the shareholders by way of Special Resolution. In terms of the provisions of regulation 23, all entities falling under the definition of related parties shall not vote to approve this item irrespective of whether the entity is a party to the particular transaction or not.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

The Board of Directors Recommend the Special Resolution for approval by the members.

Item No. 2

The Company has made investment of Rs. 1.90 crores in equity shares and Rs. 20.40 Crore in preference shares in Sonar Castings Limited (SCL), which is setting up ductile Iron project in West Bengal. The Company has also given Corporate Guarantee at present to SCL. SCL is related party in terms of the provisions of section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations. The company has already approved the investment limit of 100 crores in the AGM held on 20-08-2019 however owing to further requirement of the funds to complete the project by SCL and at the request of SCL, the company proposes to enhance the limit to 150 crores. Accordingly, with the approval of members by way of special resolution, the Company would be in a position to provide financial assistance by way of loan to SCL or give guarantee or provide security in respect of loans taken by SCL, for their principal business activities.

Further the above transaction also requires the approval of the shareholders in terms of the provisions of section 188 of the Companies Act, 2013, rules made thereunder and regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

The members may note that board of directors would carefully evaluate proposals and make investments, provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the SCL. Further at no time aggregate of investments, loan and Corporate Guarantee to SCL shall not exceed Rs. 150 crores.

The Board of Directors Recommend the Special Resolution for approval by the members. In terms of the provisions of regulation 23, all entities falling under the definition of related parties shall not vote to approve this item irrespective of whether the entity is a party to the particular transaction or not.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No.3

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Shri Bibhas Kumar Srivastav, as an Additional Director (Non-Executive Independent) by passing resolution by circulation on Monday, the 01st day of February,2021, who is not liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 to hold office up-to the date of ensuing Annual General Meeting of the Company.

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 proposed the candidature of Shri Bibhas Kumar Srivastav, for the office of Independent Director of the Company.

PROFILE OF SHRI BIBHAS KUMAR SRIVASTAV

1. **Name:** Bibhas Kumar Srivastav
2. **Father's name:** Late Rajeshwari Prasad Srivastav
3. **Date of Birth:** 20th December, 1955
4. **Age** as on 01.01.2021: 65 years
5. **Date of retirement** from the position of Executive Director in Corporation Bank: 31st December 2015.
6. **Educational Qualification:**
 - a. M.Sc. (Agriculture) in Animal Husbandry and Dairy Science from Banaras Hindu University, 1977.
 - b. Advanced Diploma in Management in 2015 from All India Management Association-Centre for Management Education, New Delhi. This diploma is a pre-requisite to Ph.D. as required under University Grants Commission, India Rules.
 - c. Pursuing Ph.D. Programme under All India Management Association-Aligarh Muslim University arrangement. **The topic of the research project is 'Financial Inclusion: Measuring Inclusiveness in Selected Districts.'** The **Internal Guide** to my research project is **Dr. Mohammad Khalid Azam**, Professor – Department of Business Administration, AMU-Aligarh. The **External Guide** to the research project is **Dr. Vikas Srivastava, Professor, Indian Institute of Management, Lucknow.**
7. **Professional Qualification:** Certificated Associate of Indian Institute of Bankers (CAIIB) conducted by Indian Institute of Banking and Finance, Mumbai.
8. **Nature of Expertise & Experience:** In Development of Agriculture and Rural Credit, Development and management of rural credit, Semi-urban branch management, handled retail banking, both asset and liability, for businesses as well as households and implementing various programmes for Scheduled Tribes,Urban branch management providing banking services to the students, micro and small city entrepreneurs and medium scale enterprises, a full range of banking services to city households, implementation of various Government Sponsored programmes for urban unemployed youth.Policy formulation, implementation and monitoring of various credit programmes for Agriculture, Micro and Small Enterprises and Other Priority Sector and implementation of various livelihood programmes sponsored by Central and State Governments. Metro branch management. It included providing banking services to large, retail as well as big clients of the Bank.Board level role- overall supervision in running this medium sized bank. Looking after all the facets of banking including priority sector, retail credit and financial inclusion to wholesale credit, Investment to Risk Management and Information Technology, overall bank management.

In the opinion of the Board, he fulfils the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director of the Company. Considering his vast experience and knowledge in the field of Sugar Industries and strategic guidance his appointment would be in the great interest of the Company.

The Board of Directors recommends the appointment of Shri Bibhas Kumar Srivastav as an Independent Director of the Company for a period of Five (5) years commencing from 01st day of February,2021, who is not liable to retire by rotation.

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

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

Age	65 years
Date of first appointment on the Board	01 st day of February,2021
Qualifications	M.Sc. (Agriculture) in Animal Husbandry and Dairy Science from Banaras Hindu University, 1977. Advanced Diploma in Management in 2015 from All India Management Association-Centre for Management Education, New Delhi. This diploma is a pre-requisite to Ph.D. as required under University Grants Commission, India Rules. Pursuing Ph.D. Programme under All India Management Association-Aligarh Muslim University arrangement. Professional Qualification: Certificated Associate of Indian Institute of Bankers (CAIB) conducted by Indian Institute of Banking and Finance, Mumbai.
Nature of Expertise & Experience	Development of Agriculture and Rural Credit, Development and management of rural credit, Semi-urban branch management, handled retail banking, both asset and liability, for businesses as well as households and implementing various programmes for Scheduled Tribes, Urban branch management providing banking services to the students, micro and small city entrepreneurs and medium scale enterprises, a full range of banking services to city households, implementation of various Government Sponsored programmes for urban unemployed youth. Policy formulation, implementation and monitoring of various credit programmes for Agriculture, Micro and Small Enterprises and Other Priority Sector and implementation of various livelihood programmes sponsored by Central and State Governments. Metro branch management. It included providing banking services to large, retail as well as big clients of the Bank. Board level role- overall supervision in running this medium sized bank. Looking after all the facets of banking including priority sector, retail credit and financial inclusion to wholesale credit, Investment to Risk Management and Information Technology,overall bank management.
Relationship with other Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Terms and conditions of appointment/ re-	It is proposed to appoint Shri Bibhas Kumar Srivastav as an Independent

appointment:	Director of the Company for a period of Five (5) years w.e.f. 01 th day of February,2021, not liable to retire by rotation																		
Remuneration last drawn	N/A																		
Remuneration proposed to be paid:	Shri Bibhas Kumar Srivastav 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 (2020-21):	1																		
Directorships held in other companies	1) Cent Bank Home Finance Ltd.																		
Memberships / Chairmanships of committees of other companies	<p>Name of the Company: -Cent Bank Home Finance Ltd.</p> <table border="1"> <thead> <tr> <th>Name of Committee</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Credit Management</td> <td>Member</td> </tr> <tr> <td>Human Resource</td> <td>Member</td> </tr> <tr> <td>Risk Management</td> <td>Member</td> </tr> <tr> <td>Audit</td> <td>Member</td> </tr> <tr> <td>CSR</td> <td>Member</td> </tr> <tr> <td>Nomination & Remunerations</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship</td> <td>Chairperson/Member</td> </tr> <tr> <td>IT Strategy</td> <td>Chairperson/Member</td> </tr> </tbody> </table>	Name of Committee	Position	Credit Management	Member	Human Resource	Member	Risk Management	Member	Audit	Member	CSR	Member	Nomination & Remunerations	Member	Stakeholders Relationship	Chairperson/Member	IT Strategy	Chairperson/Member
Name of Committee	Position																		
Credit Management	Member																		
Human Resource	Member																		
Risk Management	Member																		
Audit	Member																		
CSR	Member																		
Nomination & Remunerations	Member																		
Stakeholders Relationship	Chairperson/Member																		
IT Strategy	Chairperson/Member																		
No. of shares in the Company	Nil																		

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

**Pooja Dua
Company Secretary -cum -compliance officer**

**Date: 11.02.2021
Place: Lucknow**