



# K. M. Sugar Mills Ltd.

Corporate Office and works : Moti Nagar, Faizabad-224 201 (U.P.)

Phone No. : 05278-254059, 254094, 254027; Fax no. : 05278-254575

CIN No. : L15421UP1971PLC003492, Mail ID : kmsugar@gmail.com

Website : www.kmsugar.com



## ADDENDUM TO THE NOTICE OF 46<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY, 20<sup>TH</sup> AUGUST, 2019 AT 11.00 A.M. AT 11 MOTI BHAWAN COLLECTOR GANJ, KANPUR-208001, UTTAR PRADESH.

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Notice is hereby given that the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member of the Company, proposing the candidature of Dr. Sushil Solomon for election to the office of Independent Director at the ensuing 46th Annual General Meeting ("AGM") of the Company, scheduled to be held on Tuesday, 20<sup>th</sup> August, 2019 at 11.00 A.M., at 11 Moti Bhawan, Collector Ganj, Kanpur-208001, Uttar Pradesh. As the Notice was received from a Member subsequent to circulation of the Notice of the 46th AGM, an Addendum to the Notice of 46th AGM is being circulated to the members in terms of the aforesaid provisions of the Companies Act, 2013.

Your Directors recommended the following resolution, in its meeting held on 06<sup>th</sup> August, 2019, for appointment of Dr. Sushil Solomon as an Independent Director for your approval in the ensuing Annual General Meeting to be held on 20<sup>th</sup> August, 2019 at 11.00 A.M., at 11 Moti Bhawan, Collector Ganj, Kanpur-208001, Uttar Pradesh, as the Special Business, as set forth below:

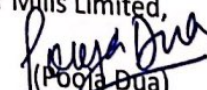
### **Item no. 18. Appointment of Dr. Sushil Solomon as an Independent Director:**

To consider and, if thought fit, to pass the following Resolution as an **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"), Dr. Sushil Solomon, who was appointed as an Additional Director (Non-Executive Independent) of the Company in the Board Meeting held on Tuesday, the 06<sup>th</sup> day of August, 2019, 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. 6<sup>th</sup> August, 2019, 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."

For & behalf of K M Sugar Mills Limited,

  
(Pooja Dua)  
Company Secretary

Place: Lucknow

Date: 06<sup>th</sup> August, 2019

**Regd. Office : 11, Moti Bhawan, Collectorganj, Kanpur - 208001 (U.P.) Phone : 0512-2310762**  
**Branch Office : 76, Eldeco Green, Gomtinagar, Lucknow-226 010 Phone : 0522-4079561 Fax : 2308772**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and 17(11) of SEBI (LODR) (Amendment) Regulations, 2018 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Statement giving details of the Director seeking appointment pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2") is given below.
3. Relevant documents referred to in this Addendum to Notice of 46th AGM are open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
4. This Addendum to the Notice of 46th AGM is available along with the Notice of 46th AGM on the website of the Company [www.kmsugar.com](http://www.kmsugar.com). The revised Proxy Form including the resolution proposed hereinabove as item No. 18 is enclosed and also available on the website of the Company.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 46th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 46th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013****Item No.18**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Dr. Sushil Solomon, as an Additional Director (Non-Executive Independent) on the Board of the Company in the meeting held on Tuesday, the 6<sup>th</sup> day of August, 2019, 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 46<sup>th</sup> 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 Dr. Sushil Solomon, for the office of Independent Director of the Company.

**PROFILE OF DR. SUSHIL SOLOMON**

Dr. Sushil Solomon, a renowned Researcher and Educationist has been appointed as 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. Under his dynamic leadership, the Institute took several initiatives and made policies for improvement of Sugar Cane research and Sugar production in India. He also 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 Mouluk 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/ Seminars in India, China, Vietnam, Egypt, Brazil etc. by his own capacity. He has handled several National and International Projects as a Leader and Mentor.

The Company has received a consent letter to act as a Director of the Company and declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Dr. Sushil Solomon as an Independent Director of the Company for a period of Five (5) years commencing from 06th August, 2019, who is not liable to retire by rotation, as set in this Addendum to the Notice of 46th AGM.

Save and except Dr. Sushil Solomon 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 ANNUAL 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	66 years
Date of first appointment on the Board	06th August, 2019
Qualifications	-Ph.D. in Micro/Bio-chemistry from PAU, Ludhiana -PGDBIM from Datamatic School of Management, Mumbai.
Nature of Expertise & Experience	Dr. Sushil Solomon has also worked as Director, Indian Institute of Sugarcane Research, (ICAR), Lucknow. Under his dynamic leadership, the Institute took several initiatives and made policies for improvement of Sugar Cane research and Sugar production in India. He also 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 Mouluk 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.
Relationship with other Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Terms and conditions of appointment/ re-appointment:	It is proposed to appoint Dr. Sushil Solomon as an Independent Director of the Company for a period of Five (5) years w.e.f. 06th August,2019, not liable to retire by rotation
Remuneration last drawn	N/A
Remuneration proposed to be paid:	Dr. Sushil Solomon being a Non-executive Independent Director shall be paid sitting fees for attending Board and/or Committee Meetings of the company at par with other Independent Directors.
Number of meetings of the Board attended during the financial year (2018-19):	N/A
Directorships held in other companies	Nil
Memberships / Chairmanships of committees of other companies	Nil
No. of shares in the Company	Nil

**Form No. MGT-11****Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L15421UP1971PLC003492

Name of the company : K M SUGAR MILLS LIMITED

Registered office : 11 – Moti Bhawan, Collector Ganj, Kanpur-208001 (U.P.)

Name of the member (s)		E-mail Id	
Registered address		*Folio No/ Client Id	
		*DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint -

- 1) \_\_\_\_\_ Address \_\_\_\_\_ having e-mail id \_\_\_\_\_; or failing him
- 2) \_\_\_\_\_ Address \_\_\_\_\_ having e-mail id \_\_\_\_\_; or failing him
- 3) \_\_\_\_\_ Address \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the on Tuesday, 20<sup>th</sup> day of August, 2019 at 11.00 a.m. at 11-Moti Bhawan, Collector Ganj, Kanpur-208001 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

No.	Matter of resolution	VOTE		
		For	Against	Abstain
1	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.			
2	To reappoint Shri L.K Jhunjunwala as Whole Time Director-cum- Chairman, who retires by rotation.			
3.	To reappoint Shri Aditya Jhunjunwala as Whole-Time Director, who retires by rotation.			
4.	To ratify the appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors.			
5.	To approve the change in terms and re-appointment of Shri L.K. Jhunjunwala as a Whole Time Director-cum-Chairman.			
6.	To approve the change in terms and re-appointment of Shri Aditya Jhunjunwala, as Managing Director.			
7.	To approve the change in terms and re-appointment of Shri Sanjay Jhunjunwala, as a Joint Managing Director.			
8.	To approve the change in terms and re-appointment of Shri Subhash Chandra Agarwal, as Executive Director.			

9.	To approve the continuance of Mr. H.P. Singhania, as an Independent Director.			
10.	To re-appoint Mr. H.P. Singhania, as an Independent Director.			
11.	To re-appoint Mr. S.K. Gupta, as an Independent Director.			
12.	To re-appoint Mrs. Madhu Mathur, as an Independent Director.			
13.	To authorize the Board to make investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Cr.			
14.	To approve the investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited.			
15.	To approve the related party transaction with Shri Shakti Credits Limited			
16.	To approve the related party transaction with Francoise Commerce Private Limited.			
17.	To approve the remuneration of Cost Auditor.			
18.	To appoint Dr. Sushil Solomon as the Independent Director of the company.			

Signed this..... day of August, 2019

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder (s)

**Notes:**

- (1) The proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Affix revenue stamp