

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of K.C.P. Sugar and Industries Corporation Limited will be held through Video Conferencing / Other Audio Visual Means ("OAVM") on Monday, the 23rd Day of September, 2024 at 11 A.M (IST) to transact the following businesses:

ORDINARY BUSINESS:

1. **To Receive, Consider and Adopt the Audited Standalone Financial Statements along with Audited Consolidated Financial Statements of the Company and its Subsidiaries for the Financial Year ended 31/03/2024 together with the Reports of Auditor and Board of Directors thereon:**

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

"**RESOLVED THAT** the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company and its Subsidiaries for the Financial Year Ended 31/03/2024 and the reports of the Auditor and Board of Directors thereon laid before this meeting, be and are hereby approved and adopted".

2. **To Declare Dividend at the rate of 20% on the face value of the Equity Shares of the Company:**

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

"**RESOLVED THAT** pursuant to the recommendation made by the Board of Directors of the Company and subject to provisions of Section 123 of the Companies Act, 2013, a dividend of Re. 0.20 per share be and is hereby declared for the Financial Year ended 31/03/2024 and be paid to the Equity Shareholders of the Company whose name appear in the Register of Members / Register of Beneficial Owners, as the case may be, for this purpose, as on 16/09/2024".

"**RESOLVED FURTHER THAT** dividend shall be paid within 30 days from the date of declaration hereof to all the Shareholders who are entitled to receive the dividend".

3. **To Appoint a Director, in the place of Ms. Kiran Velagapudi (DIN:00091466) who retires by rotation and being eligible, offers herself for reappointment:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Kiran Velagapudi (DIN:00091466), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

SPECIAL BUSINESS:

4. **Minimum Remuneration paid to Ms. Irmgard Velagapudi, Managing Director of the Company:**

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

"**RESOLVED THAT** in terms of Section 197 (10) of the Companies Act, 2013, the minimum Remuneration of sum of Rs. 48,00,000/- (Rupees Forty Eight Lakhs Only) paid to Ms. Irmgard Velagapudi, Managing Director of the Company for the financial year 2023 – 2024, the fourth year of inadequate profits, during her tenure covering 29/03/2020 to 28/03/2025, be and is hereby ratified."

5. **Minimum Remuneration paid to Mr. Vinod R. Sethi (DIN: 00106598) as Whole-Time Director of the Company:**

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

“**RESOLVED THAT** in terms of Section 197 (10) of the Companies Act, 2013, the minimum Remuneration of sum of Rs.12,51,786 (Rupees Twelve Lakhs Fifty One Thousand Seven Hundred Eighty Six Only) paid to Mr. Vinod R. Sethi, Whole-Time Director of the Company for the financial year 2023 – 2024, the fourth year of inadequate profits, during her tenure covering 08/04/2020 to 07/04/2025, be and is hereby ratified.”

6. **Remuneration to Cost Auditor:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of a sum of Rs.2,00,000/- (Rupees Two Lakhs Only), exclusive of applicable GST and reimbursement of travel and out of pocket expenses, payable to M/s. SRR & Associates, Cost Accountants, Chennai (FRN : 000992), for conducting Cost Audit for the financial year ending 31/03/2025, as approved by the Board of Directors based on the recommendation of Audit Committee, be and is hereby ratified”.

// BY ORDER OF THE BOARD//

Place : Chennai
Date : 29/05/2024

**VINOD R.SETHI
EXECUTIVE CHAIRMAN
DIN: 00106598**

NOTICE OF ANNUAL GENERAL MEETINGS (CONTD.,)

I. General Instructions & Information:

1. The Statement setting out the material facts concerning each item of special business to be transacted at the Annual General Meeting, in terms of Section 102 of the Companies Act, 2013, is enclosed hereto. Relevant documents as referred to in the Notice of Annual General Meeting ('AGM') and the said Statement will be available for online inspection at the Website of the Company till the conclusion of the Annual General Meeting. For online inspection, go to / click on the following Website Link: www.kcpsugar.com.
2. In view of the General Circular Nos. 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 in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2024, issued by the Ministry of Corporate Affairs ('MCA Circulars') in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 29th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at common venue. Hence, Members can attend and participate in the AGM through VC/OAVM.
3. In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ('SEBI Circulars') and in compliance with the provisions of the Act and Listing Regulations, the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

The physical copy of the Integrated Annual Report for FY 2023-24 and this Notice will be sent to those Members who request for the same. Members may note that the Notice and Integrated Annual Report 2023-24 will also be available on the Company's website www.kcpsugar.com.
4. In continuation of the Ministry's General Circular No. 20/2020 dated May 05, 2020, the Companies whose AGMs are due in the year 2024, are allowed to conduct their AGMs on or before September 30, 2024 as per MCA Circular No. 09/2023 dated September 25, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 29th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representative of the Members such as the President of India or the Governor of the State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to rajashrees66@gmail.com / secretarial@kcpsugar.com, with a copy marked to evoting@nsdl.co.in.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
8. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-Voting, for participation in the 29th AGM through VC/OAVM facility and e-Voting during the 29th AGM.
9. Members may join the 29th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 A.M. IST i.e., 15 minutes before the time scheduled to start the 29th AGM and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the 29th AGM.

10. The facility of participation at the 29th AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and subsequent circulars issued in this regard, latest being September 25, 2023, the Company is providing facility of remote e-voting to its Members holding shares in physical or dematerialized form, as on the cut-off date, being **September 16, 2024** to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "remote e-voting").
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kcpsugar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. www.evoting.nsdl.com.
14. By the Board, if approved by the Shareholders at the Annual General Meeting will be paid within 30 days from the date of declaration of dividend to those Members whose names appear in the Register of Members / Register of Beneficial Owners, as the case may be, on **Monday, September 16, 2024**, the Cut-off Date.
15. Members are requested to register / update their bank account details with the Registrar of the Company (if shares are held in physical form) or their respective Depository Participant (if shares are held in demat form) for the purpose of payment of dividend through NECS. Members may note that NECS system provides instantaneous credit to the Members' bank account, protects against fraudulent interception and encashment of dividend warrants and provides relief against loss or damage of dividend warrants in transit.
16. Tax will be deducted at Source as per applicable law on payment of Dividend. Taxability of dividend in the hands of recipients is as per extant applicable law.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of 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.
19. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
20. 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, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form to their Depositories.

NOTICE OF ANNUAL GENERAL MEETINGS (CONTD.,)

21. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Integrated Registry Management Services Private Limited) of the Company: -
- any change in their address / bank mandate.
 - particulars of their bank account, in case they have not been sent earlier.
 - nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.
 - share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

22. In terms of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017 ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years to the IEPF account established by the Central Government.

Any person whose shares have been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website www.iepf.gov.in and after making an application in form IEPF-5, send the same duly signed along with requisite documents to the Company for verification of the claim.

Members may please note that unpaid or unclaimed dividend which was declared for the Financial Year ended 31/03/2017 is liable to be transferred to IEPF on or before 01/10/2024 and given below are the information for the respective and subsequent years:

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend from the Company	Due Date of Transfer to IEPF by the Company
31/03/2017	15/09/2017	20/10/2024	21/10/2024
31/03/2018	14/09/2018	19/10/2025	20/10/2025
31/03/2019	12/09/2019	17/10/2026	18/10/2026
31/03/2020	25/09/2020	30/10/2027	31/10/2027
31/03/2021	27/09/2021	01/11/2028	02/11/2028
31/03/2022	28/09/2022	02/11/2029	03/11/2029
31/03/2023	27/09/2023	10/10/2023	29/10/2031

23. The register of members and the share transfer register will remain closed for a period of seven days from **17/09/2024 to 23/09/2024** (both days inclusive) for the purpose of AGM.
24. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members shall be entitled to one vote for every one share held by him / her / it in the Company.
25. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date **Monday, September 16, 2024**. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e., **September 16, 2024** will be considered for the purpose of availing Remote e-Voting or Vote in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
26. The Board has appointed Ms. Rajashree Santhanam, Practising Company Secretary holding membership (CP No. F10367) issued by the Institute of Company Secretaries of India (ICSI) to Scrutinize the e-Voting process in a fair and transparent manner.
27. The Scrutiniser shall, immediately after the conclusion of voting at Annual General Meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment

of the Company. Scrutiniser shall within 2 working days of conclusion of the meeting submit his report to the Chairman / Managing Director / Chief Financial Officer & Company Secretary of the Company.

28. The voting results of the Annual General Meeting will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.kcpsugar.com and will also be available in website of NSDL www.evoting.nsdl.com.
29. Members may post their questions by email addressed to secretarial@kcpsugar.com not less than 2 days before the date of Annual General Meeting by providing relevant Membership details for the purpose of identification including Name, Folio Number / Client ID / DP ID and the same will be addressed by the Company in the Annual General Meeting, suitably.
30. Register of Directors and Key Managerial Personnel and their Shareholding as maintained in terms of Section 170 of the Companies Act, 2013 and relevant Rules made thereunder will be available for online inspection in the Website of the Company, one day before the date of Annual General Meeting till the conclusion of the Annual General Meeting. For online inspection, go to / click on the following Website Link www.kcpsugar.com.
31. Register of Contracts or Arrangements in which Directors are interested as maintained in terms of Section 189 of the Companies Act, 2013 and relevant Rules made thereunder will be available for online inspection in the Website of the Company, one day before the date of Annual General Meeting till the conclusion of the Annual General Meeting. For online inspection, go to / click on the following Website Link www.kcpsugar.com.
32. Separate Audited Accounts of Subsidiaries of the Company will be available in the Website of the Company not less than 21 days before the date of Annual General Meeting. For online inspection, go to / click on the following Website Link www.kcpsugar.com.
33. Members who have not lodged their old share certificates of 'The KCP Limited' for exchange of new share certificate of the Company in terms of the approved Scheme of Arrangement are requested to surrender the same to The KCP Limited, No.2, Dr.P.V.Chерian Crescent, Egmore, Chennai – 600 008 at the earliest with a copy marked to the Registrar of the Company. Letter of Confirmation in lieu of New share certificates of the Company will be despatched after receipt of confirmation from The KCP Limited.

II. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 20/09/2024 at 9:00 A.M. and ends on Sunday, 22/09/2024 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system (Login Method)

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system (e-Voting)

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding Securities in Demat Mode:

In terms of SEBI circular dated 09/12/2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat Mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat Accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat Mode is given below:

NOTICE OF ANNUAL GENERAL MEETINGS (CONTD.,)

Type of shareholders	Login Method
<p>A. NSDL IDeAS facility</p> <p>Individual Shareholders holding Securities in Demat Mode with NSDL</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period. 2. If you are not Registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDe AS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote after the meeting. 4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they <div style="border: 1px solid gray; padding: 10px; margin-top: 10px;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

NOTICE OF ANNUAL GENERAL MEETINGS (CONTD.,)



Type of shareholders	Login Method
<p>Individual Shareholders holding Securities in Demat Mode with CDSL</p>	<p>can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of (e-Voting Service Provider) i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3. If the User is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the User can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be provided link.</p>
<p>Individual Shareholders (holding securities in Demat Mode) login through their Depository Participants.</p>	<p>1. You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</p> <p>2. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository Site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on options available against Company name or e-Voting Service Provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period or joining virtual meeting & voting after the meeting.</p>

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding Securities in Demat Mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding Securities in Demat Mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding Securities in Demat Mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022 - 23058542-43</p>

A) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding Securities in Demat Mode and Shareholders holding Securities in Physical Mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder / Member**’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing **IDeAS** login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding Shares ie., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat Account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding Shares in Physical Form.	EVEN Number (to be included) followed by Folio Number registered with the Company For example if folio Number is 001*** and EVEN is 130382 then user ID is 130382001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing Password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the System will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your Demat Account or with the Company, your ‘initial password’ is communicated to you on your email. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a ‘.pdf file’. Open the ‘.pdf file’. The password to open the ‘.pdf file’ is your 8 digit client ID for NSDL Account, last 8 digits of client ID for CDSL Account or Folio Number for Shares held in Physical Form. The .pdf file contains your ‘User ID’ and your ‘initial Password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in ‘**Process for those Shareholders whose email IDs are not registered**’.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details / Password?**”(If you are holding shares in your Demat Account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account Number / Folio Number, PAN, Name and Registered Address etc.,.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your Password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.
8. Now, you will have to click on “**Login**” button.
9. After you click on the “**Login**” button, Home page of e-Voting will open.

Step 2: Cast your Vote Electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding Shares and whose voting cycle and General Meeting is in active status.
2. Select “**EVEN**”**130382** of the Company for which you wish to cast your vote during the remote e- Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/ OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the **Votes Cast** by you by clicking on the print option on the Confirmation Page.
7. Once you Confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Shareholders whose email IDs are not Registered with the Depositories for procuring User ID and Password and Registration of e-mail IDs for e-Voting for the Resolutions set out in this notice:

1. In case Shares are held in Physical mode please Provide Folio No., Name of Shareholder, Scanned copy of the Share Certificate (Front and Back), PAN (Self-Attested Scanned Copy of PAN card), AADHAAR (Self-Attested Scanned Copy of Aadhaar Card) by email to kalyan@integrated.co.in.
2. In case shares are held in Demat Mode, Please provide DPID-CLID (16 digit DPID + CLID or 16 Digit Beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (Self-Attested Scanned copy of PAN card), AADHAAR (Self-Attested Scanned Copy of Aadhaar Card) to kalyan@integrated.co.in. If you are an Individual Shareholders Holding Securities in Demat Mode, you are Requested to refer to the Login Method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual Shareholders Holding Securities in Demat Mode.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC / OAVM 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 system in the AGM after the conclusion of AGM till expiry of 30 minutes.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for eVoting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e- Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "**VC / OAVM link**" placed under "**Join General meeting**" menu against Company Name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Shareholders may post their questions by email addressed to secretarial@kcpsugar.com not less than 2 days before the date of Annual General Meeting by providing relevant Membership details for the purpose of identification including Name, Folio Number / Client ID / DP ID and the same will be addressed by the Company in the Annual General Meeting, suitably.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or use Toll free No.1800 - 22 - 990 or Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.com or amitv@nsdl.com or Telephone No. 022 - 24994360 or Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.com or pallavid@nsdl.co.in or at Telephone No.022 - 24994545.

I. Other Information:

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details / Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 - 222 - 990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password / PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**Item No. 4: Minimum Remuneration paid to Ms. Irmgard Velagapudi, Managing Director of the Company:**

Ms. Irmgard Velagapudi, Managing Director, has been paid Minimum Remuneration by way of Salary and Perquisites for the period 01/04/2023 to 31/03/2024 being the fourth financial year of inadequate profits during her tenure covering 29/03/2020 to 28/03/2025. On finalization of Accounts, for the Financial Year 2023-2024, it was ascertained that the Company has sustained loss for the said Financial Year. As per Schedule V of the Companies Act, 2013, Minimum Remuneration can be paid for a period not exceeding three years, during the years of inadequate profits falling under the tenure of the director.

However, in terms of Section 197(10) of the Companies Act, 2013, the Minimum Remuneration paid to Managerial Personnel beyond the said period of three years may be ratified by the Shareholders by passing a Special Resolution.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the ratification of the payment of the Minimum Remuneration paid for the Financial Year 2023-2024 to the Managing Director and the said recommendation of Nomination and Remuneration Committee is approved by the Board at its Meeting held on 29/05/2024. Now the matter is place before the Shareholders for ratification of payment of Minimum Remuneration to the Managing Director for the Financial Year 2023-2024.

Though the Company is a standalone Sugar Industry, the Company has achieved an excellent track record by following strict financial discipline and has built up excellent rapport with agrarian community at large in the command area and employees, in particular. The industrial relations are absolutely cordial. In spite of the cyclical nature of the Sugar Industry which is facing down trend, the Company is able to withstand the difficult times and maintain liquidity at good standards under the able guidance of the Management.

Ms. Irmgard Velagapudi is interested in the resolution set out in Item No. 4 of the Notice of Annual General Meeting. None of the other Directors and Key Managerial Personnel of the Company except Ms. Kiran Velagapudi and Mr. Vinod R. Sethi, Executive Chairman being relatives, is deemed to be concerned in the said Item No. 4.

Item No. 5: Minimum Remuneration paid to Mr. Vinod R. Sethi (DIN: 00106598) as Executive Chairman of the Company:

Mr. Vinod R. Sethi, Executive Chairman, has been paid Minimum Remuneration by way of Salary and Perquisites for the period 01/04/2023 to 31/03/2024 being the fourth financial year of inadequate profits during her tenure covering 08/04/2020 to 07/04/2025. On finalization of Accounts, for the Financial Year 2023-2024, it was ascertained that the Company has sustained loss for the said Financial Year. As per Schedule V of the Companies Act, 2013, Minimum Remuneration can be paid for a period not exceeding three years, during the years of inadequate profits falling under the tenure of the director.

However, in terms of Section 197(10) of the Companies Act, 2013, the Minimum Remuneration paid to Managerial Personnel beyond the said period of three years may be ratified by the Shareholders by passing a Special Resolution.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the ratification of the payment of the Minimum Remuneration paid for the Financial Year 2023-2024 to the Executive Chairman and the said recommendation of Nomination and Remuneration Committee is approved by the Board at its Meeting held on 29/05/2024. Now the matter is place before the Shareholders for ratification of payment of Minimum Remuneration to the Executive Chairman for the Financial Year 2023-2024.

Though the Company is a standalone Sugar Industry, the Company has achieved an excellent track

record by following strict financial discipline and has built up excellent rapport with agrarian community at large in the command area and employees, in particular. The industrial relations are absolutely cordial. In spite of the cyclical nature of the Sugar Industry which is facing down trend, the Company is able to withstand the difficult times and maintain liquidity at good standards under the able guidance of the Management.

Mr. Vinod R. Sethi is interested in the resolution set out in Item No. 5 of the Notice of Annual General Meeting. None of the other Directors and Key Managerial Personnel of the Company except Ms. Kiran Velagapudi, Executive Director and Ms. Irmgard Velagapudi, Managing Director being relatives, is deemed to be concerned in the said Item No. 5.

Item No. 6: Remuneration of Cost Auditor:

The Board of Directors, on the recommendations of Audit Committee, has approved the appointment and remuneration of M/s. SRR & Associates, Cost Accountants, Chennai (FRN 000992) as Cost Auditor of the Company to conduct the audit the cost records of the Company for the financial year ending 31/03/2025.

The Products which are subject to Cost Audit at the Unit of the Company at Vuyyuru, Krishna District, Andhra Pradesh is as given below:

- (i) Sugar
- (ii) Electricity
- (iii) Industrial Alcohol
- (iv) Bio-Fertilisers
- (v) Calcium Lactate
- (vi) Carbon dioxide

Pursuant to Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of a sum of Rs.2,00,000/- (Rupees Two Lakhs Only), exclusive of applicable GST and reimbursement of travel and out of pocket expenses payable to Cost Auditor for conducting Cost Audit for the financial year ending 31/03/2025, as approved by the Board of Directors of the Company based on the recommendation of the Audit Committee, is placed before the Members of the Company for ratification.

The Firm has confirmed that its appointment is within the limits of section 148 of the Companies Act, 2013 and has also certified that the Firm is free from any disqualification specified under section 148 of the Companies Act, 2013. The Audit Committee has also received a Certificate from the said Firm certifying its independence and arms length relationship with the Company.

The Board recommends the resolution to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company is deemed to be concerned or interested in Item No.4 of the Notice of the Annual General Meeting.

// BY ORDER OF THE BOARD //

Place: Chennai
Date: 29/05/2024

VINOD R. SETHI
EXECUTIVE CHAIRMAN
DIN: 00106598