



KUNDAN  
MINERALS & METALS

Date: November 09, 2024

Manager (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	The Manager National Stock Exchange of India Limited Exchange Plaza, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051
<b>Scrip Code: 507528</b>	<b>SYMBOL: KUNDANMM</b>

Dear Sir/ Madam,

**Sub: Notice of 01<sup>ST</sup> (01/2024-25) Extra-Ordinary General Meeting.**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, please find enclosed herewith the Notice of the 01<sup>st</sup> Extra-Ordinary General Meeting (01/2024-25) of the Members of the Company scheduled on Monday, December 02, 2024 at 12:00 PM to be held at Flat No 4, 2nd Floor 3, Scindia House Connaught Place, Central Delhi, New Delhi- 110001(Venue of the meeting). EGM Notice including e-voting instructions is being sent to members of the Company through email/Courier and is also available on the Company's website [www.easternsugar.in](http://www.easternsugar.in)

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Kundan Minerals and Metals Limited

**Deepak** Digitally signed  
by Deepak Gupta  
**Gupta** Date: 2024.11.09  
15:40:33 +05'30'

Deepak Gupta  
Director  
DIN: 06643918

**KUNDAN MINERALS AND METALS LIMITED**  
(Formely Known as Eastern Sugar & Industries Limited)

Email : [info@easternsugar.in](mailto:info@easternsugar.in) CIN: L24205BR1964PLC006630

**Regd. Off:** PO. Hanuman Sugar Mills, Motihari, P.S.-Motihari, East Champaran, Bihar-845401

**Corp. Off.:** Flat No 4, 2<sup>nd</sup> Floor 3, Scindia House Connaught Place, New Delhi-110001



**KUNDAN**  
MINERALS & METALS

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF KUNDAN MINERALS AND METALS LIMITED WILL BE HELD ON MONDAY, DECEMBER 02, 2024 AT 12:00 P.M. AT FLAT NO 4, 2ND FLOOR 3, SCINDIA HOUSE CONNAUGHT PLACE, CENTRAL DELHI, NEW DELHI- 110001(VENUE OF THE MEETING) TO TRANSACT THE FOLLOWING BUSINESS:**

**1: TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings(loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1000 Crores (Rupees One Thousand Crores only) or equivalent amount in any other foreign currency.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.

**2. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:**

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

**KUNDAN MINERALS AND METALS LIMITED**  
(Formerly Known as Eastern Sugar & Industries Limited)

Email : [info@easternsugar.in](mailto:info@easternsugar.in) CIN: L24205BR1964PLC006630

Regd. Off: PO. Hanuman Sugar Mills, Motihari, P.S.-Motihari, East Champaran, Bihar-845401

Corp. Off.: Flat No 4, 2<sup>nd</sup> Floor 3, Scindia House Connaught Place, New Delhi-110001

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, Lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

### **3. TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 1000 Crores (Rupees One thousand Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

#### **4: APPROVAL FOR RELATED PARTY TRANSACTIONS:**

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as Special Resolution:

“**RESOLVED THAT** in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the members be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the ‘related party’ as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 1000 Crores/- (Rupees One thousand Crores Only) with each related parties respectively during any financial year.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

#### **5: APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-



enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt(the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 1000 Crores (Rupees One thousand Crores Only) for the financial year 2024-25, in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**6. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. UDIT GARG (DIN: 00569395).**

To Consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies, Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), **Mr. Udit Garg (DIN: 00569395)**, who was appointed as an Additional Director (Non-Executive) on 8<sup>th</sup> November, 2024 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this General Meeting, and who is eligible for appointment and has consented to act as director of the company, be and is hereby appointed as Executive Director of the Company.

**RESOLVED FURTHER THAT** any of the, Director of the Company be and is hereby authorized to file e-form/form to the Registrar of the Companies and to do all such acts, deeds and things which are proper, necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**7. TO REGULARIZE THE APPOINTMENT OF MR. VARUN GUPTA (DIN: 10808185) AS ADDITIONAL NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To Consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies, Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), **Mr. Varun Gupta (DIN: 10808185)**, who was appointed as an Additional Director (Non-Executive) on 8<sup>th</sup> November, 2024 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this General Meeting, and who is eligible for appointment and has consented to act as director of the company, be and is hereby appointed as Executive Director of the Company.

**RESOLVED FURTHER THAT** any of the, Director of the Company be and is hereby authorized to file e-form/form to the Registrar of the Companies and to do all such acts, deeds and things which are proper, necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**8. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SHEFALI KESARWANI (DIN: 10259458) AS AN ADDITIONAL DIRECTOR (NON- EXECUTIVE, INDEPENDENT) OF THE COMPANY**

To consider and if thought fit, to pass with or without modification the following resolution as special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies, Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), **MS. SHEFALI KESARWANI (DIN: 10259458)**, who was appointed as an Additional (Independent) Director for a period of five (5) years w.e.f. November 08, 2024 by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company w.e.f. November 08, 2024 to November 07, 2029 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the, Director of the Company be and is hereby authorized to file e-form/form to the Registrar of the Companies and to do all such acts, deeds and things which are proper, necessary, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**9. TO CONSIDER AND APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER AND ALTERATION IN MOA OF THE COMPANY**

**“RESOLVED THAT** pursuant to Section 12 and 13 and other provisions, if any, of Companies Act 2013 read with the Rule 30 of Companies ( Incorporation) Rules, 2014 including any statutory modification(s) and re- enactments(s) thereof for the time being in force, subject to the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, consent of members be and is hereby given to shift the registered office of the company from PO. Hanuman Sugar Mills, Motihari, P.S.- Motihari, East Champaran, Bihar, India, 845401 to Flat No. 4, 2<sup>nd</sup> Floor, 3 Scindia House, Connaught Place, Delhi-110001.

**RESOLVED FURTHER THAT** clause II of the memorandum of association of the company be altered to read as:

The registered office of the company will be situated in the state of Delhi.”

**RESOLVED FURTHER THAT** Mr. Deepak Gupta, Director of the Company, be and is hereby authorize to file such Forms with Registrar of Companies and authorize to do such act, deeds, and things as are necessary to give effect to above Resolution.

**RESOLVED FURTHER THAT** Mr. Deepak Gupta, Director of the Company, be and is hereby authorize to appoint any Company Secretary in Practice, having valid Certificate of Practice No. to make an application to Central Government (RD) and to make Advertisement in INC-26 and to send notice to Registrar of Companies and/or any other regulatory authority if any, to creditors of the Company and such acts, deeds, things as may be necessary to give effect to this Resolution.

*For and on Behalf of the Board*  
**EASTERN SUGAR & INDUSTRIES LIMITED**

Deepak  
Gupta

Digitally signed by  
Deepak Gupta  
Date: 2024.11.09  
14:09:52 +05'30'

**DEEPAK GUPTA**  
**DIRECTOR**  
**DIN: 06643918**

Date :08/11/2024  
Place: Delhi

**NOTES:**

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A Member Entitled to Attend and Vote at the Extra Ordinary General meeting is Entitled to appoint a proxy to attend and vote in the Meeting instead of himself /herself, and the Proxy Need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the EOGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General meeting.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General meeting.
- 9) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.



- 10) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 11) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Notice is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s).
- 12) Mr. Ansh Bhambri (Membership No. A60218; COP: 22626 has been appointed as the scrutinizer to act as scrutinizer for the purpose of Extra Ordinary General Meeting (Ballot Voting in EOGM).
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
- 14) All documents referred to in the Notice will be available for inspection at the office Where books of accounts are maintained during 11:00 am to 1:00 pm normal business working days up to the date of the EOGM.
- 15) The shareholder needs to furnish the printed 'attendance slip' and shall show a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM venue
- 16) As per provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.
- 17) 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 of 25th November, 2024.
- 18) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e., 25th November, 2024, may sending a request at [info@easternsugar.in](mailto:info@easternsugar.in)
- 19) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the Extra Ordinary General Meeting through ballot paper.

- 20) Mr. Ansh Bhambri, Practicing Company Secretary (Membership No. A60218; COP: 22626) has been appointed as the Scrutinizer for the Extra Ordinary General Meeting to scrutinize the ballot voting and process in a fair and transparent manner
- 21) The Chairman shall, at the Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EOGM
- 22) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 2 working days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
- 23) The Results of EOGM voting will be declared along with the report of the Scrutinizer on or before 4<sup>th</sup> December, 2024 and shall be placed on the website of the Company info@easternsugar.in after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and NSE Limited.

## **ANNEXURE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 1 & 2:**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 1 & 2 for approval by the members of the Company as Special Resolutions. None of the Directors or Key

Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

### **Item No. 3:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 1000 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

### **Item No. 4**

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting. Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

The Board informs that currently there is no related party and no related party transaction in preceding financial year, but looking to company's aggressive nature towards the growth, it is suggested to take prior approval of the shareholders. Accordingly, the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution

#### **Item No. 5**

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no.5 of the notice. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 5 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

#### **ITEM No 6 & 7**

Pursuant to the provision of Section 161 of the Companies Act, 2013 and based on the recommendations of the members of the Nomination and remuneration Committee of the company, Mr Varun Gupta (DIN 10808185) and Mr. Udit Garg (DIN: 00569395) who was appointed as an Additional Director in the Board Meeting held on 08.11.2024 whose term of office as an Additional Director is upto the date of ensuing General meeting. Accordingly, the Company has received notice pursuant to the provision of section 160 of the Act ,2013, from shareholder proposing their candidature for the office of the Directors of the Company.



Considering rich experience of Mr. Varun Gupta and Mr. Udit Garg and their valuable presence on the Board of the Company and on the basis of the recommendations of Nomination and remuneration Committee of the company the approval of the shareholders is required to appointment them as Non-Executive Directors of the Company.

As per the provision of the Companies Act ,2013 the Company is required to seek the approval of the Shareholders for the Appointment of Mr. Varun Gupta and Mr Udit Garg as Non-Executive Directors of the Company.

No One Except Mr Varun Gupta and Udit Garg is interested in the resolution under item no 6&7 None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

#### **Item No. 8**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on November 08, 2024 had appointed MS. Shefali Kesarwani (DIN: 10259458) as an Additional Non-Executive Independent Director for a period of five years with effect from November 08, 2024 to November 07, 2029, not liable to retire by rotation, subject to approval of the shareholders of the Company. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier

#### **Item No. 9**

The members may note that as per Section 12(5) of the Companies Act, 2013, shifting of registered office outside the local limits of any city or town requires approval of shareholders by way of special resolution. At present registered office of Kundan Minerals and Metals is situated at Hanuman Sugar Mills, Motihari, P.S.-Motihari, East Champaran, Bihar, India, 845401. It is proposed to shift the registered office from Bihar to Delhi. The proposed shifting of registered office to New Delhi, would facilitate better operational activities. The shifting of registered office of the company will not be prejudicial to the interest of any employees, shareholders, creditors or other stakeholders. Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the shifting of registered office from one state to another and consequent alteration of the memorandum of association requires the approval of the members by way of special resolution and approval of the Central Government. The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and such documents shall be available for inspection where books of accounts are maintained between 11.00 a.m. to 5.00 p.m. on all days except Second Saturday and Sunday and other government holidays and copies thereof shall be available at the meeting.

Accordingly, the Board recommends the resolution no. 9 set forth in the notice for approval by the shareholders as a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution

*For and on behalf of the Board*

**EASTERN SUGAR & INDUSTRIES LIMITED**

**Deepak** Digitally signed  
by Deepak Gupta  
Date: 2024.11.09  
14:14:44 +05'30'  
**Gupta**

**DEEPAK GUPTA**  
**DIRECTOR**  
**DIN: 06643918**

**Date: 08/11/2024**  
**Place: Delhi**

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

The remote e-voting period begins on 29<sup>th</sup> November 2024 at 9:00 A.M. and ends on 1<sup>st</sup> December, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.25<sup>th</sup> November, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25th November, 2024.

**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**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in



	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 ID. 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [oursoffice@gmail.com](mailto:oursoffice@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@easternsugar.in](mailto:info@easternsugar.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), AADHAR (self attested scanned copy of Aadhar Card) to [info@easternsugar.in](mailto:info@easternsugar.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.



4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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]**

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID	DP ID:

Name	E-mail Id
Address	
Signature, or failing him	

my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Monday, December 02, 2024 AT 12:00 P.M. AT Flat No 4, 2nd floor 3, Scindia House Connaught Place, Central Delhi, New Delhi- 110001(Venue of the Meeting) and at any adjournment thereof in respect of such resolutions as are indicated below

\*Applicable for investors holding shares in electronic form  
 Signed this \_\_\_ day of \_\_\_ 2024  
 Signature of Shareholder

Affix Revenue  
 Stamp

S.No	Resolution(S)	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:		
2.	To Seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company		
3.	To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:		
4.	To approval for related party transactions:		
5.	To approval to advance any loan/give guarantee/provide security u/s 185 of the companies act, 2013		
6	To consider and approve the regularization of appointment of Mr. Udit Garg (din: 00569395)		
7	To consider the approve the regularization of appointment of Mr. Varun Gupta (din: 10808185) as additional non-executive director of the company		
8	To consider and approve the appointment of Ms. Shefali Kesarwani (Din:10259458) as an additional director (non- executive, independent) of the company		
9	To consider and approve the shifting of registered office of the company from one state to another and alteration in moa of the company		

Signature of Proxy holder

Signature of the shareholder Across Revenue Stamp

Note:

- 1) This form of 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) The proxy need not be a member of the company.

### ATTENDANCE SLIP

**(Full name of the members attending.....)**

(In block capitals)

Ledger Folio No./Client ID No.

..... of shares held

Name of

Proxy.....

.....  
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the M/s. Kundan Minerals and Metals Limited) is held on Monday, December 02, 2024 AT 12:00 P.M. AT Flat No 4, 2nd floor 3, Scindia House Connaught Place, Central Delhi, New Delhi- 110001(Venue of the Meeting).

( Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Notice to the meeting, since further copies will not be available
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting

**POLLING PAPER (FORM MGT-12)**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Company : Kundan Minerals and Metals Limited Venue of Meeting: Flat No 4, 2nd floor 3, Scindia House Connaught Place, Central Delhi, New Delhi- 110001. CIN: L24205BR1964PLC006630		
<b>BALLOT PAPER</b>		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	<b>Equity Shares</b>
5	Number of Shares Held	

I hereby exercise my vote in respect of Ordinary/Special Resolutions numerated below by recording my assent or dissent to the said resolutions in the following manner:

S.No	<u>Item No</u>	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution

1.	To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:	Special			
2.	To Seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company	Special			
3.	To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:	Special			
4.	To approval for related party transactions:	Special			
5.	To approval to advance any loan/give guarantee/provide security u/s 185 of the companies act, 2013	Special			
6	To consider and approve the regularization of appointment of Mr. Udit Garg (din: 00569395)	Ordinary			
7	To consider the approve the regularization of appointment of Mr. Varun Gupta (din: 10808185) as additional non-executive director of the company	Ordinary			
8	To consider and approve the appointment of Ms. Shefali Kesarwani (Din:10259458) as an additional director (non-executive, independent) of the company	Special			
9	To consider and approve the shifting of registered office of the company from one state to another and alteration in moa of the company	Special			



Place:  
Date:

(Signature of the shareholder)  
(\*as per Company records)

### ROUTE MAP FOR EOGM MEETING

