

TERMS AND CONDITIONS FOR ASSOCIATE MEMBERS

Introduction

Indian Sugar Mills Association (The Association) is an apex body of the private sugar mills in India. ISMA maintains close contacts with all regions in India through a network of its regional Associations and with international organizations and Associations of sugar producing nations. ISMA is the interface between the industry and Government on matters relating to sugar policy, statistics, sugarcane pricing, ethanol procurement & pricing, sugar market & prices thereof etc.

The office of the Association functions through its Committee and various Sub-committees on specific important issues. Specific departments/wings have also been created to provide guidance and assist the members on important topics. ISMA maintains a close network with several International industry Associations including International Sugar Organization, World Sugar Research Organization, UNICA, Thai Sugar Associations, etc.

The Association has decided to invite 'Associate members' thereby rendering services according to their status & interests.

On Subscribing, the Associate Member agrees to the following terms & conditions:-

COMMON INTEREST

- 1 The Associate Member should be clear with the fact that they share a common interest with the Association, for the betterment of the industry as well as trade and must fulfill the eligibility criteria of the Association to become an Associate Member.

2 MEMBERSHIP DESCRIPTION AND QUALIFICATIONS

- a) Associate Member- **Bulk Consumers:** This is open to all companies who purchase 3000 tons of sugar and above per month.
- b) Associate Member- **International Trade Houses:** This is open to all global traders/MNCs who trade above 1 lac tons of sugar per annum globally or trade houses have an annual turnover of minimum Rs 100 cr in sugar business in India.

c) Associate Member- **Domestic Traders**: This is open to all domestic traders/trading companies who trade 50,000 tons of sugar or more per annum or have an annual turnover of Rs 100 cr in sugar business.

The above criteria should be met in anyone of the last three years based on the CA certificate.

MEMBERSHIP FEE

3 The Associate Member has to pay an Annual subscription fee as follows, in the relevant calendar year plus applicable taxes thereon.

- (A) **Bulk Consumers**
- (i) Rs. 50,000 per annum (have an annual turnover of below Rs. 500 crore)
 - (ii) Rs 1 lac per annum (have an annual turnover of Rs. 500 crore & above)

(B) **International Trade Houses** Rs. 1 lac per annum

(C) **Domestic Traders** Rs.50, 000 per annum

(Apart from the above, an admission fee of Rs. 5000/- would have to be paid).

The fee paid by the Associate Member shall not be returnable or refundable in any event. Traders/Corporates/Entities/Companies intending to become an 'Associate Member' of the 'Association' during 2018, will be charged a subscription fee for a period of 6 months initially, irrespective of the joining month.

Thereafter, from the year 2019 onwards, an Annual subscription fee will be charged as mentioned above for the whole calendar year.

The Associate Members shall fully comply with (i) the Central Goods And Services Tax Act, 2017, (ii) The Goods And Services Tax (Compensation To States) Act, 2017, (iii) The Union Territory Goods And Services Tax Act, 2017, and (iv) The Integrated Goods And Services Tax Act, 2017) ("**GST**"), will be as applicable, from time to time.

4 MEMBERSHIP PERIOD

Membership for an Associate member runs for a period of one calendar year irrespective of the date when the member has applied and his application has been approved (except for 2018 as mentioned in para 3). Membership will be extended automatically for successive calendar year terms unless written notice is sent to the Association at least 30 days before the end of the calendar year i.e. before 30th November of that year.

5. SERVICES FROM THE ASSOCIATION

- a) Associate members can elect their representatives to the “***Sub-committee for Sugar millers, Consumers and Traders***”, who can raise their issues in such meetings held once every quarter, including the Annual Meet.
- b) Invitation to attend the AGM of the Association as an associate member.
- c) Complimentary participation in the join Annual- Meet of sugar millers, consumers, and traders.
- d) All weekly reports on sugar relating to domestic as well as International situation.
- e) All quarterly reports on sugar outlook.
- f) Weekly Legal News Bulletin
- g) Weekly ethanol News
- h) Daily Sugar News.
- i) Government Notifications and Circulars pertaining to the Associate Members.

5. COMPOSITION OF SUB-COMMITTEE FOR SUGAR MILLERS, CONSUMERS AND TRADERS

Matters related to sugar consumption, trade and other related issues of interest to such associate members will be discussed in meetings throughout the year. There will be a “***Sub-committee for sugar millers, Consumers & Traders***” constituted from amongst the associate members and the sugar producers, for which representatives will be elected and nominated by the associate members and the association.

The “*Sub-committee for Sugar Millers, Consumers & Traders*” will comprise maximum of 42 members.

The composition of the members in this Sub-committee shall be:-

- President of the Association
- Vice-President of the Association
- Director General of the Association
- 10 millers from the Main committee of the Association
- 7 Members to be co-opted by President of the Association.
- 8 Members from Bulk Consumers
- 4 Members from International Trade Houses
- 10 Members from Domestic Traders

To give fair regional representation to the domestic traders, the members will be elected as follows:-

- 3 elected members from North (U.P, Punjab, Haryana & Uttarakhand)
- 3 elected members from West (Maharashtra & Gujarat)
- 2 elected members from South (A.P, Telangana, Karnataka & T.N)
- 2 elected members from East (West Bengal, Bihar)

6. MEMBERSHIP CONDITIONS

- a) Issues/Agendas concerning sugar industry and trade will be discussed in the Sub-committee formed for the purpose.
- b) The minutes and recommendations of the concerned Sub-committee shall be placed in the Main Committee of ISMA. The decision of the Main Committee of ISMA shall be followed by the Associate Members. Approved relevant minutes will be sent to Associate Members for information.
- c) The Association will also keep the Associate Member updated with all relevant decisions taken by the Government from time to time, as well as about the activities of the Association with respect to the sugar industry.

- d) The Associate member if selected or nominated can be part of the Sub-committee formed for this specific purpose, and not of the Main Committee of the Association, and also does not have any voting rights in the matters or policies of the Association. Accordingly he has no right to attend the main Committee meeting and has no voting rights there at and at the AGM or any other General Meeting of the Association.
- e) Association may, at its sole discretion, improve, enhance, modify or change the terms & conditions governing the membership of the Associate member at any time. Association may suspend or cease offering the services in full or part to an Associate Member at any time with the approval of the Main Committee of the Association.
- f) Associate Member shall provide the Association with only accurate and current information as & when needed or exchanged during its course of services. Associate Member shall not wrongly present to the media or public any information obtained from or disseminated through any of the platforms.
- g) The Associate member cannot use his position as an Associate Member of ISMA to give out any numbers/statements/ figures or inputs on behalf of the association to media or any authority.
- h) Only nominated/elected members for the Associate members will be eligible to attend the “Sub-committee for sugar millers, consumers & traders” meetings. However, all Associate members can attend the Annual- Meet of sugar millers, consumers, and traders organized by the Association.
- i) Associate Members shall at all times act in the best interest of the Association and ensure that any other business or personal association of Associate Member does not have conflicts with the policies, programs, actions and objectives of ISMA.

7. COMPLIANCES AND OBLIGATIONS

- a) The Associate Members have to abide by all the terms & conditions herein and as may be specified by the main committee of ISMA from time to time, besides complying with the statutory prescriptions.
- b) The Associate member may become aware of confidential information about the sugar industry during the sub-committee meetings or from ISMA communications. The Association requires that such confidential information shall be kept confidential and cannot be released in the public domain unless and until the Main Committee of the Association authorizes to do so.
- c) Associate Members should not indulge in addressing any public statements regarding the issues pertaining to the sugar industry unless authorized by the Main Committee of the Association and unless it is in public domain.

8. TERM AND TERMINATION

The membership of the Associate Members shall be terminated on the following grounds, namely:

- a) Non-payment of subscription fee by the Associate Member in the relevant year within a period of maximum 15 days of the first reminder.
- b) any violation of the Terms & Conditions of the Association or on non-compliance of the applicable Statutory laws
- c) In the event that the Associate Member does not wish to be bound by any such amendment or new Rules, it will have the right to terminate its membership on a written communication to the Association thereof.

9. CONFIDENTIAL INFORMATION

- a) Associate Members shall agree to hold and treat all the confidential information of the Association as secretive as possible.
- b) The Associate Members agree and acknowledge that, except for the rights expressly provided by this 'Terms & Conditions', they will neither grant or receive

intellectual property rights or any rights under any patents by reason of being Associate member of the Association.

- c) The membership granted as an Associate Member does not include the right to use or disseminate the trademarks, logos, artwork, images, or graphics of Association or third parties contained in the Content in any manner that is likely to cause confusion as to the source, affiliation, ownership and/or sponsorship thereof of the Association.

10. COMMUNICATIONS TO THIRD PARTIES

- a) The Associate Members should respect and follow the Association's policy regarding communication of sugar industry information to any external party including the media and others.
- b) Associate Members should not indulge in their individual capacity as a Associate member of the Association, to give out any numbers, statements, figures or inputs on behalf of the Association.
- c) However, if any Associate member does need to speak to the media or any authority, he or she may do so in his/her individual capacity and should make it clear that that he/she do not speak on behalf of ISMA. Also, they should ensure that such statements/information given is not in contravention to the statements/inputs given out by ISMA or as decided by the Main Committee.

11. RECORDS

The Associate Members must ensure the Association's integrity. This shall include all records and all important information.

12. FORCE MAJEURE

Except for the payment of monies due hereunder, neither party shall be liable for any delay or failure to perform, to the extent due to causes beyond its reasonable control.

13. Governing Law and jurisdiction

These terms and Conditions are governed by the Indian Laws. For any dispute arising between the Associate Members and the Association, the place of Jurisdiction will be New Delhi.

The undersigned signatory of Associate Member certifies that he/she is an officer, director, executive or employee of Associate Member, that Associate Member meets the criteria noted herein, and that he/she has authority to enroll said firm/company/entity in the Association and to incur liability for Membership dues as established herein.

ASSOCIATE MEMBER

FOR ISMA