K.M. Sugar Mills Ltd.

Factory & Works : P.O. Motinagar-224201, Dist. Ayodhya (U. P.)
Phone : 7571000692, Email : director@kmsugar.com
CIN No.:L15421UP1971PLC003492 GSTIN No.:09AAACK5545P1ZZ

The Department of Corporate Services, Bombay Stock Exchange Limited, 27th Floor, PhirozeJejeebhoy Towers, Dalal Street, Fort, Mumbai -400001 Phone no. 022- 22728527, Bandra (E),Mumbai -400051	The Asstt. Vice President-Listing, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, BandraKurla Complex, Bandra (E), Mumbai -400051 Phone no. 022-26598100

20th August, 2019

Sub.: Proceedings of 46TH Annual General Meeting of the Company held on 20-08-2019

Dear Sir,

We write you that the 46th Annual General Meeting of the Company was held on August 20, 2019at its registered office at 11- Moti Bhawan, Collector Ganj, Kanpur-208001 (U.P.) and the business as mentioned in the Notice of the meeting were transacted.

In this regard, please find enclosed to this letter proceedings of 46thAnnual General Meeting of the Company as required pursuant to the requirement of Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company will file separately e-voting results pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid disclosure on your records.

Thanking you,

For K M Sugar Mills Limited

Pooja Dua

(Pooja Dua)

Compliance Officer &Company Secretary

Encl.: as above

Proceedings of 46th Annual General Meeting of M/s. K.M. Sugar Mills Limited

The 46th Annual General Meeting (AGM) of the members of K M Sugar Mills Limited (the Company) was held on Tuesday, August 20, 2019 at 11.00AM (IST) at the registered office of the Company situated at 11- MotiBhavan, Collector Ganj, Kanpur-208001, (Uttar Pradesh), India. Shri Aditya Jhunjhunwala, Joint Managing Director of the Company was elected Chairman for the Annual General Meeting and chaired the meeting. Shri S.C. Agarwal, CEO-cum- Executive Director, Shri A.K. Gupta, Chief Financial Officer and Ms.Pooja Dua, Company Secretary and Compliance Officer of the Company and Shri Amit Gupta, PCS and Scrutinizer of the meeting attended the meeting.

The Chairman, on being informed by Ms. Pooja Dua that requisite quorum was present, called the meeting to order. The Chairman welcomed the members and auditors present in the meeting and delivered his welcoming speech. The Chairman announced that the statutory registers, Auditors report and Secretarial Audit report were available for inspection during the Annual General Meeting.

The Chairman then took the formal proceedings of the meeting. With the concurrence of the members, the Notice of the 46th Annual General Meeting together with financial statements and Board's report was taken as read.

The Chairman informed that the Auditor's report on the financial statements of the Company and the Secretarial Audit report for the year ended on March 31, 2019 did not have any qualifications, observations or comments which have any adverse effect on the functioning of the Company. Thereafter the Auditors report and Directors' Report were taken as read on the concurrence of the members present.

The Chairman stated that the Company has arranged for remote e-voting facility to the members entitled to cast their vote on the AGM agenda items from August 17, 2019 to August 19, 2019 (both days inclusive). He drew the attention of members that the members and proxies, who are present in the meeting but have not cast their vote electronically can exercise their vote by Ballot paper, which were distributed to the members and proxies present in the meeting.

Thereafter, the Chairman invited members who would like to ask questions or to make their comments, give suggestions and seek clarifications, if any, on the items set out in the Notice of 46th Annual General Meeting.

Smt. Ritu Gupta (Folio No.: 1203600001945339) and Shri Narendra Kumar Joshi (Folio No.: 1201060600046650) participated in the invitation of Chairman and asked various questions on the working, current affairs of the Sugar Industry,future prospectus of Sugar Industry, Ethanol, operations and finance of the Company. The Chairman answered the questions to the member's satisfaction.

Finally, the Chairman again thanked all the members/proxy holders for their presence and for the trust, passion and confidence on the Company and acknowledged members' sentiments and cherished relationship with the Company.

The Chairman informed that, Mr. Amit Gupta of M/s. Amit Gupta & Associates, Practicing Company Secretaries was appointed as scrutinizer for e-voting purpose and for physical voting through Ballot papers in the Annual General Meeting. He informed that voting results will be announced on August20, 2019. He further stated that, results of the voting shall also be uploaded at the website of the Company www.kmsugar.com and would be intimated to BSE Limited and NSE Limited.

Shri Amit Gupta, scrutinizer showed one Ballot box to members. After ensuring that all members and proxies willing to cast their vote have voted through Ballot paper, the scrutinizer took custody of the Ballot box and announced closure of the voting through Ballot paper.

The resolutions for the Ordinary and special as set out in item no. 1 to 18in the Notice of 46th Annual General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 46th Annual General Meeting.

ORDINARY BUSINESSES:

Item no. 1: Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.(Ordinary Resolution):

Proposed by: Mr. Aashish Dikshit
Seconded by:Mr. Ramlal Singh Yadav

"RESOLVED THAT the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon laid before the 46th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Item no. 2: Appointment of a director in place of Shri L.K. Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

Proposed by: Mohan Chandra Joshi
Seconded by: Ashwani Pathak

"**RESOLVED THAT,** Shri L K Jhunjhunwala (DIN- 01854647) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 46th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation."

"**RESOLVED FURTHER THAT,** the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things as may be required including to delegate and to settle any question, difficulty or doubt, that may arise and to sign and execute all documents or writings as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Item no. 3: Appointment of a director in place of Mr. Shri Aditya Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)
Proposed by:Santosh Kumar
Seconded by: Rita Gupta

"**RESOLVED THAT**, Shri Aditya Jhunjhunwala (DIN- 01686189) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 46th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation."

"**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things as may be required including to delegate and to settle any question, difficulty or doubt, that may arise and to sign and execute all documents or writings as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Item No.4: Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors for the remaining term (Ordinary Resolution)
Proposed by: Susmita Roy
Seconded by: Sushant Shukla

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the members of the company be and hereby ratifies the appointment of M/s. Agiwal & Co, Chartered Accountants (Firm Registration No 00181N), as the Statutory Auditors of the Company for remaining term, from the conclusion of 46th Annual general meeting of the Company till the conclusion of 49th Annual general meeting of the Company, on such remuneration plus Goods and service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:-
Item no. 5: Change in terms and Re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution)
Proposed by: Swati Gupta
Seconded by: Shobhit Verma

"**RESOLVED THAT** pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions ,if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647), who has attained the age of 77 years, as a Whole Time Director, designated as a Chairman of the Company for the period of five years from the ensuing 46th Annual general meeting of the Company at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors ("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri L.K. Jhunjhunwala time to time."

"RESOLVED FURTHER THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the amendment in the terms of appointment of Shri L.K. Jhunjhunwala (DIN: 01854647), Whole Time Director, designated as a Chairman of the Company, effective from April 01, 2019 till the re-appointment at ensuing 46th annual general meeting of the Company as per the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors ("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri L.K. Jhunjhunwala time to time."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

Item no. 6:Change in terms and Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as Managing Director of the Company (Special Resolution)

Proposed by: Anurag Goel
Seconded by: Sushant Shukla

"RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as a Managing Director of the Company, for the period of five years from the ensuing 46th annual general meeting of the Company at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Aditya Jhunjhunwala time to time."

"RESOLVED FURTHER THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the amendment in the terms of appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) Managing Director of the Company, effective from April 01, 2019 till the re-appointment at ensuing 46th annual general meeting of the Company as per the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors ("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the

Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Aditya Jhunjhunwala time to time."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

Item no. 7: Change in terms and Re-appointment of Shri Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Joint Managing Director of the Company(Special Resolution)

Proposed by: Shobhit Verma
Seconded by: Pankaj Kumar

"**RESOLVED THAT** pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the re-appointment of Shri Sanjay Jhunjhunwala, (DIN: 01777954) as a Joint Managing Director of the Company, for the period of five years from the ensuing 46th annual general meeting of the Company at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act,2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Sanjay Jhunjhunwala time to time."

"**RESOLVED FURTHER THAT** pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the amendment in the terms of appointment of Shri Sanjay Jhunjhunwala, (DIN: 01777954) Joint Managing Director of the Company, effective from April 01, 2019 till the re-appointment at ensuing 46th annual general meeting of the Company as per the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors ("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Sanjay Jhunjhunwala time to time."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

Item no. 8: Change in terms and Re-appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954)as a Joint Managing Director of the Company(Special Resolution)

Proposed by: Ananya Shah
Seconded by: Apurva Rastogi

"**RESOLVED THAT** pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954) as a Whole time Director designated as an Executive Director cum CEO, for the period of five years from the ensuing 46th annual general meeting of the Company at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors ("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Subhash Chandra Agarwal time to time.

"**RESOLVED FURTHER THAT** pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the amendment in the terms of appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954) Executive Director of the Company, effective from April 01, 2019 till the re-appointment at ensuing 46th annual general meeting of the Company as per the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors ("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Subhash Chandra Agarwal time to time."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

Item no. 9: Continuance of Shri **H.P. Singhania (DIN – 00141096)** as Independent Director of the Company (Special Resolution)

Proposed by: Santosh Gupta
Seconded by: Arvind Kumar

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of sub-regulation 1A of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

the consent of the shareholders of the Company, be and is hereby accorded for continuance of Mr. H.P. Singhania (DIN – 00141096) aged about 89 years as an Independent Director of the Company from April 01, 2019 to the date of ensuing 46th annual general meeting of the Company or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines ".

"**RESOLVED FURTHER THAT** Mr. H.P. Singhania shall not be liable to retire by rotation and shall hold office until he resigns".

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Item no. 10: Re-appointment of Mr. H.P. Singhania(DIN – 00141096) as an Independent Director (Special Resolution)

Proposed by: Rita Gupta

Seconded by: Pushpa Agarwal

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the reappointment of Mr. H.P. Singhania (DIN – 00141096) aged about 89 years as an Independent Director of the Company, be and is hereby approved, to hold office for the period of five years with effect from ensuing 46th annual general meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Item no. 11:Re-appointment ofMr. S.K. Gupta (DIN – 01995658) as an Independent Director (Special Resolution)

Proposed by: Santosh Kumar

Seconded by: Aashish Diksit

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the reappointment of Mr. S.K. Gupta (DIN – 01995658) aged about 72 years as an Independent Director of the Company, be and is hereby approved, to hold office for the period of five years with effect from ensuing 46th annual general meeting or till such earlier date to conform with the policy on

retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

" **RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Item no. 12:Re-appointment of Mrs. Madhu Mathur (DIN NO. 07196895) as an Independent Director (Special Resolution)

Proposed by: Ramlal Singh Yadav

Seconded by: Beena Goel

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the reappointment of Mrs. Madhu Mathur (DIN - 07196895) aged about 74 as a Women Independent Director of the Company, be and is hereby approved, to hold office for the period of five years with effect from ensuing 46th annual general meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Item no. 13: Investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time (Special Resolution)

Proposed by: Anurag Goel

Seconded by: Beema Goel

"**RESOLVED THAT,** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate(s) (i) up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time; or (ii) 60% of the aggregate of the paid-up share capital and free reserves and securities premium account; or (iii) 100% of its free reserves and securities premium account, whichever is higher, on such terms and conditions, as the Board may think fit."

"**RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions of the above, limit upto which such investments in securities / loans / guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, within the aforesaid limits including with the power to transfer / dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and/or expedient for implementing and giving effect to this resolution."

Item no. 14: Investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited (Special Resolution)

Proposed by: Swati Gupta

Seconded by: Pankaj Kumar

"**RESOLVED THAT** pursuant to the provisions of Section 185, 186 & 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), memorandum and articles of association and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the contract(s)/ arrangement(s)/ transaction(s) with Sonar Castings Limited (SCL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for investments/Corporate Guarantee for securing credit facility, on terms and conditions mentioned in the explanatory statement, for an aggregate value of Rs. 100 Crore, in one or more tranches, for the business activities of SCL related to its ductile Iron project at West Bengal."

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

Item no. 15: Approved the related party transaction with Shri Shakti Credits Limited (Ordinary Resolution)

Proposed by: Sushmita Roy

Seconded by: Pankaj Kumar

"**RESOLVED THAT** pursuant to the provisions of regulation 23 of SEBI (LODR) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded for the transaction(s) with its related party, Shri Shakti Credits Limited to the extent of the maximum amounts in any financial year, stated against respective nature of transactions as provided below:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the contract(s)/ arrangement(s)/ transaction(s) with Shri Shakti Credits Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of sugar, on terms and conditions mentioned in the explanatory statement, for an aggregate value of Rs. 55.99 Crore for the financial year 2018-19.

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

Item no. 16: Approved the related party transaction with Francoise Commerce Private Limited(Ordinary Resolution)

Proposed by: Mohan Chandra Joshi

Seconded by: Rita Gupta

"**RESOLVED THAT** pursuant to the provisions of regulation 23 of SEBI (LODR) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded for the transaction(s) to be entered into from time to time in the ordinary course of business with its related party, Francoise Commerce Private Limited to the extent of the maximum amounts Rs.100 Crore."

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the contract(s)/ arrangement(s)/ transaction(s) to be entered into from time to time in the ordinary course of business with Francoise Commerce Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for the Sale/Purchase of Sugar on such a terms and conditions mentioned in the explanatory statement, for an aggregate value not exceeding of Rs. 100 Crore."

"**RESOLVED FURTHER THAT** Shri Aditya Jhunjhunwala, Managing Director, Shri S.C Agarwal, Executive Director and Ms. Pooja Dua, Company Secretary be and is hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts

that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company."

Item no. 17: Approved the remuneration of Cost Auditor appointed for the financial year 2019-20 (Ordinary Resolution)

Proposed by: Sushmita Roy

Seconded by: Arvind Kumar

"**RESOLVED THAT**, in accordance with the Provisions of section 148 and other applicable provisions if any of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. AmanMalviya& Associates, Cost Accountants, Lucknow, appointed as the Cost Auditor to conduct audit of Cost records maintained by the Company, at the remuneration approved by the Board of Directors on the recommendation on the Audit Committee plus goods and services tax, as applicable, and reimbursement of out-of-pocket expenses incurred for the financial year 2019-20 be and is hereby ratified."

Item no. 18: Appointment of Dr.Sushil Solomon as an Independent Director (Ordinary Resolution)

Proposed by: Pushpa Agarwal

Seconded by: Pankaj Kumar

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), Dr. Sushil Solomon, who was appointed as an Additional Director of the Company pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) years w.e.f. 20th August, 2019, not liable to retire by rotation."

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

Place: Lucknow
Date: 20.08.2019

(Aditya Jhunjhunwala)
Chairman of the meeting

Pooja

AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001
Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail:amitguptacs@gmail.com

REPORT OF SCRUTINIZER

To,
The Chairman 46th Annual General Meeting of Equity Shareholders of
M/s K M SUGAR MILLS LIMITED
11 MOTI BHAWAN COLLECTOR GANJ, KANPUR - 208001, Uttar Pradesh

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 46th Annual General Meeting of your Company held on Tuesday, the 20th day of August,2019 at 11:00 a.m. at 11 MOTI BHAWAN COLLECTOR GANJ, KANPUR - 208001, Uttar Pradesh.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,
Yours faithfully,

Amit Gupta & Associates Company Secretaries LUCKNOW
CP NO. 4682

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: 20th day of August, 2019

SCRUTINIZER'S REPORT

Name of the Company	**K M SUGAR MILLS LIMITED**
Meeting	46th Annual General Meeting
Date and Time	Tuesday, the 20th day of August, 2019 at 11.00 A.M.
Venue	11 MOTI BHAWAN COLLECTOR GANJ, KANPUR-208001, Uttar Pradesh

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 46th Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as "**the Company")** held on Tuesday, 20th day of August, 2019 at 11.00 A.M. at 11 MOTI BHAWAN COLLECTOR GANJ, KANPUR-208001, and Uttar Pradesh.

2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date August 13, 2019) made available to by the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 46th annual Report in the following manner:

By email	To 12595 members who have registered their e-mail ids with Depository/the RTA on 25.07.2019
By permitted mode	To 3549 members in physical form on 26.07.2019

3. Cut Off Date

The Voting rights were reckoned as on the August 13, 2019, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

4. Remote E-Voting

4.1. Agency

The Company had appointed Central Depositories Services (India) Limited as the agency for providing e voting platform.

4.2. Remote E voting

Remote e voting was open from Saturday, August 17 2019 at 10:00 hrs. to Monday, August 19, 2019 at 17:00 hrs and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by CDSL.

5. Voting at AGM

5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.

5.2. Accordingly CDSL, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes though remote e voting.

5.3. The Company has authorized M/s Link Intime India Private Limited (**RTA),** Registrar and Transfer Agent of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

6. Counting Process

6.1. On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.

6.2. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.

6.3. I unblocked the remote e voting results on the CDSL E-voting platform before Mr. Faizan and Ms. Manpriya and downloaded the e- voting details.

7. Result

7.1. I observed that

7.1.1. 36 Members had cast their votes through poll facility provided through physical ballots at meeting.

7.1.2. 26 Members had casted their votes through remote e-voting.

7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 46th AGM dated May, 29th 2019

is enclosed as Annexure – 1, 2 and 3 respectively.

7.3. Based on the aforesaid result, the **Ordinary resolutions and the special resolution** as contained in item no. 1 to 17 of the notice dated May, 29th 2019 and item no.18 in the addendum to the notice dated August 06th 2019 have been passed with the **requisite majority .**

7.4. Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR",** who voted **"AGAINST"** & whose votes were declared **"INVALID",** for each resolution will be emailed to the Company, after the announcement of the result by the Company.

7.5. The poll papers and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: 20th day of August, 2019

Annexure-1

Results of remote E-Voting conducted at the 46th Annual General Meeting of K M SUGAR MILLS LIMITED

1. The result of remote e-voting is as under:

   a) Resolution 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.(Ordinary Resolution):

   i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
26	**29491369**	**100.00%**

   ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

   iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

b) **Resolution 2 – : Appointment of a director in place of Shri L.K. Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

c) Resolution 3 - Appointment of a director in place of Mr. Shri Aditya Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

d) Resolution 4 - Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors for the remaining term (Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

e) Resolution 5 – Change in terms and Re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

f) Resolution 6 – Change in terms and Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as Managing Director of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of

who voted against through remote - electronic voting system	casted against the resolution	valid votes casted on the resolution
1	**100**	**0%**

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

g) Resolution 7 – Change in terms and Re-appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Joint Managing Director of the Company(Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

h) Resolution 8 – Change in terms and Re-appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954)as a Joint Managing Director of the Company(Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

h) Resolution 9 – Continuance of Shri H.P. Singhania (DIN – 00141096) as Independent Director of the Company (Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

i) Resolution 10 – Re-appointment of Mr. H.P. Singhania(DIN – 00141096) as an Independent Director (Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

j) Resolution 11 – Re-appointment of Mr. S.K. Gupta (DIN – 01995658) as an Independent Director (Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

k) Resolution 12 – Re-appointment of Mrs. Madhu Mathur (DIN NO. 07196895) as an Independent Director (Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

l) Resolution 13 – Investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time (Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	**29489269**	**99.99%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	**2100**	**0.01%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

m) Resolution 14 – Investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited (Special Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	**29489269**	**99.99%**

ii. **Voted against the resolution:**

Number of members who voted against	Number of votes casted against the	% of total number of valid votes casted on

through remote - electronic voting system	resolution	the resolution
2	**2100**	**0.01%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

n) Resolution 15 – : Approved the related party transaction with Shri Shakti Credits Limited (Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
15	**239888**	**99.13%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	**2100**	**0.87%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

o) Resolution 16 – Approved the related party transaction with Francoise Commerce Private Limited (Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
15	**239888**	**99.13%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	**2100**	**0.87%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

p) Resolution 17 – Approved the remuneration of Cost Auditor appointed for the financial year 2019-20 (Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

q) Resolution 18 – Appointment of Dr.Sushil Solomon as an Independent Director (Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	**29491269**	**100.00%**

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	**100**	**0%**

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	**NIL**

Amit Gupta & Associates Lucknow Company Secretaries
CP NO. 4682

Annexure-2

Results of Voting through physical ballot conducted at the 46th Annual General Meeting of K M SUGAR MILLS LIMITED

1. The result of the poll conducted through ballot at meeting is as under:

a) **Resolution 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.(Ordinary Resolution):**

i. **Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. **Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

b) **Resolution 2 - Appointment of a director in place of Shri L.K. Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. **Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

c) **Resolution 3 - Appointment of a director in place of Mr. Shri Aditya Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. **Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

d) **Resolution 4 - Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors for the remaining term (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

Number of members	Number of votes casted	% of total number of

present and voting in favour (in person or by proxy)	in favour of the resolution	valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

d) Resolution-5 Change in terms and Re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution)

i Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

e) Resolution-6 Change in terms and Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as Managing Director of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii.Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii.Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

f) Resolution-7 Change in terms and Re-appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Joint Managing Director of the Company(Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

g) Resolution-8: Change in terms and Re-appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954)as a Joint Managing Director of the Company(Special Resolution)

i)Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

ii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

h) Resolution-9 Continuance of Shri H.P. Singhania (DIN – 00141096) as Independent Director of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid

Nil	Nil

i) Resolution-10 Re-appointment of Mr. H.P. Singhania(DIN – 00141096) as an Independent Director (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

j) Resolution-11 Re-appointment of Mr. S.K. Gupta (DIN – 01995658) as an Independent Director (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were	Total number of votes casted by members whose votes were declared

declared invalid	invalid
Nil	**Nil**

k) Resolution-12 Re-appointment of Mrs. Madhu Mathur (DIN NO. 07196895) as an Independent Director (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

l) Resolution-13 Investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person	Total number of votes casted by

or by proxy) whose votes were declared invalid	members whose votes were declared invalid
Nil	**Nil**

m) Resolution-14 Investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

n) Resolution-15 Approved the related party transaction with Shri Shakti Credits Limited (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
27	**236327**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person	Total number of votes casted by

or by proxy) whose votes were declared invalid	members whose votes were declared invalid
Nil	**Nil**

o) Resolution-16 Approved the related party transaction with Francoise Commerce Private Limited(Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
27	**236327**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

p) Resolution-17 Approved the remuneration of Cost Auditor appointed for the financial year 2019-20 (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person	Total number of votes casted by

or by proxy) whose votes were declared invalid	members whose votes were declared invalid
Nil	**Nil**

q) Resolution-18 Appointment of Dr.Sushil Solomon as an Independent Director (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	**21336120**	**100**

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	**NIL**	**NIL**

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	**Nil**

Annexure -3

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 46th Annual General Meeting of K M SUGAR MILLS LIMITED

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
Item No. 1: **Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.(Ordinary Resolution):**				
Assent	29491369	21336120	50827489	100.00%
Dissent	0	0	0	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	**Passed as an Ordinary Resolution**			
Item No. 2: **Appointment of a director in place of Shri L.K. Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)**				
Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	**Passed as an Ordinary Resolution**			
Item No. 3:				

Appointment of a director in place of Mr. Shri Aditya Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Ordinary Resolution**			
Item No. 4: **Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors for the remaining term (Ordinary Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Ordinary Resolution**			
Item No.5 : **Change in terms and Re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			

Item No. 6: **Change in terms and Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as Managing Director of the Company (Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			
Item No. 7: **Change in terms and Re-appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Joint Managing Director of the Company(Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			
Item No. 8: **Change in terms and Re-appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954)as a Joint Managing Director of the Company(Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			

Item No. 9: **Continuance of Shri H.P. Singhania (DIN – 00141096) as Independent Director of the Company (Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			
Item No. 10: **Re-appointment of Mr. H.P. Singhania(DIN – 00141096) as an Independent Director (Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			
Item No. 11: **Re-appointment of Mr. S.K. Gupta (DIN – 01995658) as an Independent Director (Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			

Item No. 12: **Re-appointment of Mrs. Madhu Mathur (DIN NO. 07196895) as an Independent Director (Special Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			
Item No. 13: **Investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time (Special Resolution)**				
Assent	**29489269**	**21336120**	**50825389**	**99.99%**
Dissent	**2100**	**0**	**2100**	**0.01%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			
Item No. 14: **Investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited (Special Resolution)**				
Assent	**29489269**	**21336120**	**50825389**	**99.99%**
Dissent	**2100**	**0**	**2100**	**0.01%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Special Resolution**			

Item No. 15: **Approved the related party transaction with Shri Shakti Credits Limited (Ordinary Resolution)**				
Assent	**239888**	**236327**	**476215**	**99.13%**
Dissent	**2100**	**0**	**2100**	**0.87%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**241988**	**236327**	**478315**	**100.00%**
Outcome	**Passed as an Ordinary Resolution**			
Item No. 16: **Approved the related party transaction with Francoise Commerce Private Limited(Ordinary Resolution)**				
Assent	**239888**	**236327**	**476215**	**99.13%**
Dissent	**2100**	**0**	**2100**	**0.87%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**241988**	**236327**	**478315**	**100.00%**
Outcome	**Passed as an Ordinary Resolution**			
Item No. 17: **Approved the remuneration of Cost Auditor appointed for the financial year 2019-20 (Ordinary Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Ordinary Resolution**			

Item No. 18: **Appointment of Dr.Sushil Solomon as an Independent Director (Ordinary Resolution)**				
Assent	**29491269**	**21336120**	**50827389**	**100.00%**
Dissent	**100**	**0**	**100**	**0%**
Invalid	**NIL**	**NIL**	**NIL**	**NIL**
Total	**29491369**	**21336120**	**50827489**	**100.00%**
Outcome	**Passed as an Ordinary Resolution**			

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: 20th August, 2019