



# K. M. Sugar Mills Ltd.

Corporate Office and works : Moti Nagar, Faizabad-224 201 (U.P.)  
Phone No. : 05278-254059, 254094, 254027; Fax no. : 05278-254575  
CIN No. : L15421UP1971PLC003492, Mail ID : kmsugar@gmail.com  
Website : www.kmsugar.com



|                                                                                                                                                                                                                               |                                                                                                                                                                                                    |
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| The Department of Corporate Services,<br>Bombay Stock Exchange Limited,<br>27 <sup>th</sup> Floor, Phiroze Jejeebhoy Towers ,<br>Dalal Street, Fort, Mumbai -400001<br>Phone no. 022- 22728527,<br>Bandra (E), Mumbai -400051 | The Asstt. Vice President-Listing,<br>National Stock Exchange of India Limited,<br>Exchange Plaza, C-1, Block-G,<br>Bandra Kurla Complex , Bandra (E),<br>Mumbai -400051<br>Phone no. 022-26598100 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

28<sup>th</sup> September, 2018

Sub. : Proceedings of 45<sup>TH</sup> Annual General Meeting of the Company held on 28-09-2018

Dear Sir,

We write you that the 45<sup>th</sup> Annual General Meeting of the Company was held on September 28, 2018 at 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 45<sup>th</sup> Annual 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

  
(Rajeev Kumar)

Company Secretary & Compliance Officer

Encl.: as above



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## Proceedings of 45<sup>th</sup> Annual General Meeting of M/s. K.M. Sugar Mills Limited

The 45<sup>th</sup> Annual General Meeting (AGM) of the members of K M Sugar Mills Limited (the Company) was held on Friday, September 28, 2018 at 11.00 AM (IST) at the registered office of the Company situated at 11- Moti Bhavan, Collector Ganj, Kanpur-208001, (Uttar Pradesh), India. Shri Sanjay Jhunjunwala, 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 Shri Rajeev Kumar, Company Secretary and Compliance Officer of the Company and CS Amit Gupta, Scrutinizer of the meeting attended the meeting.

The Chairman, on being informed by Shri Rajeev Kumar 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 45<sup>th</sup> 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, 2018 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 September 24, 2018 to September 27, 2018 (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 45<sup>th</sup> Annual General Meeting.

Smt. Ritu Gupta (Folio No.:1206120000138366) and Shri Mohan Chandra Joshi (Folio No.:1201060600046671) 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 September 28, 2018. He further stated that, results of the voting shall also be uploaded at the website of the Company [www.kmsugar.com](http://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 businesses as set out in item no. 1 to 6 in the Notice of 45<sup>th</sup> Annual General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 45<sup>th</sup> Annual General Meeting.

**ORDINARY BUSINESSES:**

Item no. 1: Adoption of audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon: (Ordinary Resolution)

Proposed by: Mr. Ramlal Singh  
Seconded by: Mr. Anurag Goel



- a. "Resolved that, the audited financial statement of the Company for the financial year ended on March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before the 45<sup>th</sup> 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 Shri Sanjay Jhunjhunwala, who retires by rotation (Ordinary Resolution)**

Proposed by: Rita Gupta

Seconded by: Ashwani Pathak

**"RESOLVED THAT** Shri Sanjay Jhunjhunwala (DIN: 01777954) who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby re-appointed as director of the Company liable to retire by rotation."

**Item no. 3: Appointment of Shri S.C Agarwal, who retires by rotation- (Ordinary Resolution)**

Proposed by: Santosh Kumar

Seconded by: Rita Gupta

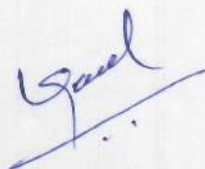
**"RESOLVED THAT** Shri S.C Agarwal (DIN: 02461954) who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby re-appointed as director of the Company liable to retire by rotation."

**Item No.4: Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, Auditors at this Annual General Meeting and fix their remuneration- (Ordinary Resolution)**

Proposed by: Manish Gupta

Seconded by: Hari 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 company ratifies the appointment of M/s. Agiwal & Co, Chartered Accountants (Firm Registration No 00181N), as the Statutory Auditors of the Company from the conclusion of this Annual general meeting of the Company till the conclusion of next 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: Appointment of Independent Director Dr.S.B Singh(Din No.08082899) (Ordinary Resolution)**

Proposed by: Santosh Gupta

Seconded by: Vaivhav Srivastava

**"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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Surendra Bahadur Singh (DIN 08082899), who was appointed as an Additional (Independent) Director of the Company in the Board meeting held on 12.02.2018 and whose term of office will be expired at the ensuing Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 along with the requisite fee, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of appointment, not liable to retire by rotation."

**Item no. 6: Ratification of Cost Auditors' remuneration (Ordinary Resolution)**

Proposed by: Santosh Gupta

Seconded by: Vaibhav Srivastav

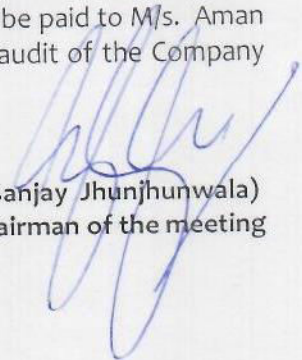
**"RESOLVED THAT** pursuant to the Provisions of section 148 and other applicable provisions if any of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration as approved by the Board on the recommendation of the Audit Committee be paid to M/s. Aman Malviya & Associates, Cost Accountants, Lucknow for conducting cost audit of the Company for the financial year 2018-19 be and is hereby approved."

Place: Lucknow

Date: 28.09.2018



(Sanjay Jhunjhunwala)  
Chairman of the meeting



# 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 45<sup>th</sup> 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 45<sup>th</sup> Annual General Meeting of your Company held on Friday, the 28<sup>th</sup> day of September, 2018 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,



CPNO.4682

Amit Gupta

Proprietor

Amit Gupta & Associates

Company Secretaries

FCS – 5478, C.P. - 4682

Date: 28<sup>th</sup> day of September, 2018



### SCRUTINIZER'S REPORT

|                     |                                                                   |
|---------------------|-------------------------------------------------------------------|
| Name of the Company | K M SUGAR MILLS LIMITED                                           |
| Meeting             | 45 <sup>th</sup> Annual General Meeting                           |
| Date and Time       | Friday, the 28 <sup>th</sup> day of September, 2018 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 45<sup>th</sup> Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as "**the Company**") held on Friday, 28<sup>th</sup> day of September, 2018 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 September 21, 2018) 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 & 45<sup>th</sup> annual Report in the following manner:

|                   |                                                                                             |
|-------------------|---------------------------------------------------------------------------------------------|
| By email          | To 13232 members who have registered their e-mail ids with Depository/the RTA on 03.09.2018 |
| By permitted mode | To 3918 members in physical form on 03.09.2018                                              |

#### 3. Cut Off Date

The Voting rights were reckoned as on the September 21, 2018, 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 Monday, September 24 2018 at 10:00 hrs. to Thursday, September 27, 2018 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 through 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. 38 Members had cast their votes through poll facility provided through physical ballots at meeting.

7.1.2. 37 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 45<sup>th</sup> AGM dated August, 07<sup>th</sup>



2018 is enclosed as Annexure – 1, 2 and 3 respectively.

- 7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2, 3, 4, 5 & 6 of the notice dated August, 07<sup>th</sup> 2018, 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*  
CPNO.4682

Amit Gupta

Proprietor

Amit Gupta & Associates

Company Secretaries

FCS – 5478, C.P. - 4682

Date: 28<sup>th</sup> day of September, 2018



**Annexure-1**

**Results of remote E-Voting conducted at the 45<sup>th</sup> Annual General Meeting of  
K M SUGAR MILLS LIMITED**

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

**a) Resolution 1 - To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2018 (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 |
|---------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| <b>36</b>                                                                       | <b>46148307</b>                                    | <b>100.00%</b>                                            |

**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 |
|-------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| <b>1</b>                                                                      | <b>500</b>                                    | <b>0%</b>                                                 |

**iii. Invalid votes :**

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|-----------------------------------------------------------|---------------------------------------------------------------------------|
| <b>NIL</b>                                                | <b>NIL</b>                                                                |



- b) Resolution 2 – To appoint a director in place of Shri Sanjay Jhunhunwala, 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 |
|---------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 34                                                                              | 46146332                                           | 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 |
|-------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| 3                                                                             | 2475                                          | 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                                                                       |

- c) Resolution 3 - To appoint a director in place of Shri S.C Agawal, 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 |
|---------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 33                                                                              | 46145504                                           | 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 |
|-------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| 4                                                                             | 3303                                          | 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                                                                       |

d) Resolution 4 - To appoint M/s. Agiwal & Co., Chartered Accountants, New Delhi, Auditors at this Annual General Meeting and fix their remuneration. (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 |
|---------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 33                                                                              | 46102179                                           | 99.9%                                                     |

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 |
|-------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| 4                                                                             | 46628                                         | 0.1%                                                      |

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 – To Appoint the Independent Director Dr. S.B Singh(Din No.08082899)  
(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 |
|---------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 33                                                                              | 46101132                                           | 99.9%                                                     |

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 |
|-------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| 4                                                                             | 47675                                         | 0.1%                                                      |

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 – To Approve the remuneration of cost auditor M/s Aman Malviya & Associates (Ordinary Resolution)

iv. 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 |
|---------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 31                                                                              | 46099304                                           | 99.89%                                                    |

v. 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 |
|-------------------------------------------------------------|-------------------------------|--------------------------------------|
| 6                                                           | 49503                         | 0.11%                                |

vi. 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                                                                       |



CPNO.4682



**Annexure-2**

**Results of Voting through physical ballot conducted at the 45<sup>th</sup> 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 - To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2018. (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 |
|------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| <b>38</b>                                                              | <b>5305269</b>                                     | <b>100</b>                                                |

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 |
|----------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| <b>NIL</b>                                                           | <b>NIL</b>                                    | <b>NIL</b>                                                |

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 |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| <b>Nil</b>                                                                        | <b>Nil</b>                                                                |

b) **Resolution 2 - To appoint a director in place of Shri Sanjay 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 | Number of votes casted in favour of the | % of total number of valid votes casted on |
|-----------------------------------------|-----------------------------------------|--------------------------------------------|
|-----------------------------------------|-----------------------------------------|--------------------------------------------|

| favour (in person or by proxy) | resolution | the resolution |
|--------------------------------|------------|----------------|
| 38                             | 5305269    | 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 - To appoint a director in place of Shri S.C Agarwal, 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 |
|------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 38                                                                     | 5305269                                            | 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 - To appoint M/s. Agiwal & Co, Chartered Accountants, New Delhi, Auditors at this Annual General Meeting and fix their remuneration. (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 |
|------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 38                                                                     | 5305269                                            | 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-5 To Appoint Independent Director Dr. S.B Singh(Din No.08082899)  
(Ordinary Resolution)

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 |
|------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| 38                                                                     | 5305269                                            | 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 |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| <b>Nil</b>                                                                        | <b>Nil</b>                                                                |

**e) Resolution-6 To Approve the remuneration of cost auditor M/s Aman Malviya & Associates (Ordinary Resolution)**

**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 |
|------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------|
| <b>38</b>                                                              | <b>5305269</b>                                     | <b>100</b>                                                |

**iii. 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 |
|----------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| <b>NIL</b>                                                           | <b>NIL</b>                                    | <b>NIL</b>                                                |

**iv. 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 |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| <b>Nil</b>                                                                        | <b>Nil</b>                                                                |

Annexure -3

**Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 45<sup>th</sup> 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:                                                                                                                                                     |                                  |                                      |          |            |
| To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2018 (Ordinary Resolution)                        |                                  |                                      |          |            |
| Assent                                                                                                                                                          | 46148307                         | 5305269                              | 51453576 | 100.00%    |
| Dissent                                                                                                                                                         | 500                              | 0                                    | 500      | 0          |
| Invalid                                                                                                                                                         | NIL                              | NIL                                  | NIL      | NIL        |
| Total                                                                                                                                                           | 46148807                         | 5305269                              | 51454076 | 100.00%    |
| Outcome                                                                                                                                                         | Passed as an Ordinary Resolution |                                      |          |            |
| Item No. 2:                                                                                                                                                     |                                  |                                      |          |            |
| To appoint a director in place of Shri Sanjay Jhunjhunwala, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution) |                                  |                                      |          |            |
| Assent                                                                                                                                                          | 46146332                         | 5305269                              | 51451601 | 99.99%     |
| Dissent                                                                                                                                                         | 2475                             | 0                                    | 2475     | 0.01%      |
| Invalid                                                                                                                                                         | NIL                              | NIL                                  | NIL      | NIL        |
| Total                                                                                                                                                           | 46148807                         | 5305269                              | 51454076 | 100.00%    |
| Outcome                                                                                                                                                         | Passed as an Ordinary Resolution |                                      |          |            |
| Item No. 3:                                                                                                                                                     |                                  |                                      |          |            |
| To appoint a director in place of Shri S.C Agarwal, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)         |                                  |                                      |          |            |

|                                                                                                                                                          |                                  |         |          |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------|----------|---------|
| Assent                                                                                                                                                   | 46145504                         | 5305269 | 51450773 | 99.99%  |
| Dissent                                                                                                                                                  | 3303                             | 0       | 3303     | 0.01%   |
| Invalid                                                                                                                                                  | NIL                              | NIL     | NIL      | NIL     |
| Total                                                                                                                                                    | 46148807                         | 5305269 | 51454076 | 100.00% |
| Outcome                                                                                                                                                  | Passed as an Ordinary Resolution |         |          |         |
| Item No. 4:                                                                                                                                              |                                  |         |          |         |
| To appoint M/s. Agiwal & Co, Chartered Accountants, New Delhi, Auditors at this Annual General Meeting and fix their remuneration. (Ordinary Resolution) |                                  |         |          |         |
| Assent                                                                                                                                                   | 46102179                         | 5305269 | 51407448 | 99.90%  |
| Dissent                                                                                                                                                  | 46628                            | 0       | 46628    | 0.10%   |
| Invalid                                                                                                                                                  | NIL                              | NIL     | NIL      | NIL     |
| Total                                                                                                                                                    | 46148807                         | 5305269 | 51454076 | 100.00% |
| Outcome                                                                                                                                                  | Passed as an Ordinary Resolution |         |          |         |
| Item No.5 :                                                                                                                                              |                                  |         |          |         |
| APPOINTMENT OF INDEPENDENT DIRECTOR DR. S.B SINGH(DIN NO.08082899)<br>(Ordinary Resolution)                                                              |                                  |         |          |         |
| Assent                                                                                                                                                   | 46101132                         | 5305269 | 51406401 | 99.90%  |
| Dissent                                                                                                                                                  | 47675                            | 0       | 47675    | 0.10%   |
| Invalid                                                                                                                                                  | NIL                              | NIL     | NIL      | NIL     |
| Total                                                                                                                                                    | 46148807                         | 5305269 | 51454076 | 100.00% |
| Outcome                                                                                                                                                  | Passed as an Ordinary Resolution |         |          |         |

|                                                                                                                 |                                  |         |          |         |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------|---------|----------|---------|
| Item No. 6:<br>APPROVAL OF REMUNERATION OF COST AUDITOR M/S. AMAN MALVIYA & ASSOCIATES<br>(Ordinary Resolution) |                                  |         |          |         |
| Assent                                                                                                          | 46099304                         | 5305269 | 51404573 | 99.89%  |
| Dissent                                                                                                         | 49503                            | 0       | 49503    | 0.11%   |
| Invalid                                                                                                         | NIL                              | NIL     | NIL      | NIL     |
| Total                                                                                                           | 46148807                         | 5305269 | 51454076 | 100.00% |
| Outcome                                                                                                         | Passed as an Ordinary Resolution |         |          |         |
|                                                                                                                 |                                  |         |          |         |



*Amit Gupta*  
CPNO.4682

Amit Gupta  
Proprietor  
Amit Gupta & Associates  
Company Secretaries  
FCS – 5478, C.P. - 4682  
Date: 28<sup>th</sup> September, 2018