



K. M. Sugar Mills Ltd.

Corporate Office and Works : Motinagar, Faizabad-224 201

Phone : 05278-254059/254173 Fax : 05278-254031

E-mail : director@kmsugar.com/admin@kmsugar.com



EXTRACT OF THE MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF M/S. K M SUGAR MILLS LTD. HELD ON MONDAY THE 23RD DAY OF DECEMBER, 2013 AT ITS OFFICE AT MOTI NAGAR, MASODHA, FAIZABAD-224201 (U.P.)

SPECIAL BUSINESSES – SPECIAL RESOLUTION :

1. **"RESOLVED THAT** pursuant to the provisions of the Section 198, 269, 309, 310, 311 read with the Schedule XIII of the Companies Act 1956 and other applicable provisions ,if any, (including any statutory modification or re-enactment thereof, for the time being in force) and further to special resolution passed by shareholders of the Company in 39th Annual General Meeting of the Company held on 19.03.2012, the consent, authority & approval of the shareholders of the Company, be and is hereby accorded for payment of remuneration to **Shri L K Jhunhunwala, Whole time Director, designated as Chairman** of the Company, w.e.f. 01.04.2013 within limits set out in section 198, 309 of the Companies Act, 1956 and as may be decided by the Board from time to time. "

"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 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."

2. **"RESOLVED THAT** pursuant to the provisions of the Section 198, 269, 309, 310, 311 read with the Schedule XIII of the Companies Act 1956 and other applicable provisions ,if any, (including any statutory modification or re-enactment thereof, for the time being in force) and further to special resolution passed by shareholders of the Company in

Regd. Office : 11, Moti Bhawan, Collectorganj, Kanpur-1, Phone : 2310762

Branch Office : 76, Eldeco Greens, Gomtinagar, Lucknow-226 010 Phone : 0522-2300125, Fax : 2308772

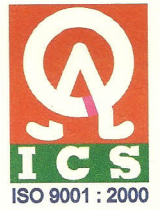


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39th Annual General Meeting of the Company held on 19.03.2012, the consent, authority & approval of the shareholders of the Company, be and is hereby accorded for payment of remuneration to **Shri Aditya Jhunjunwala, Managing Director, of the Company,** w.e.f. 01.04.2013 within limits set out in section 198, 309 of the Companies Act, 1956 and as may be decided by the Board from time to time."

"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 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."

3. **"RESOLVED THAT** pursuant to the provisions of the Section 198, 269, 309, 310, 311 read with the Schedule XIII of the Companies Act 1956 and other applicable provisions ,if any, (including any statutory modification or re-enactment thereof, for the time being in force) and further to special resolution passed by shareholders of the Company in 39th Annual General Meeting of the Company held on 19.03.2012, the consent, authority & approval of the shareholders of the Company, be and is hereby accorded for payment of remuneration to **Shri Sanjay Jhunjunwala, Jt. Managing Director, of the Company,** w.e.f. 01.04.2013 within limits set out in section 198, 309 of the Companies Act, 1956 and as may be decided by the Board from time to time.

"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 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."

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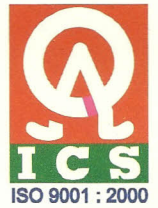


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4. **"RESOLVED THAT** pursuant to the provisions of the Section 198, 269, 309, 310, 311 read with the Schedule XIII of the Companies Act 1956 and other applicable provisions ,if any, (including any statutory modification or re-enactment thereof, for the time being in force) and further to special resolution passed by shareholders of the Company in 39th Annual General Meeting of the Company held on 19.03.2012, the consent, authority & approval of the shareholders of the Company, be and is hereby accorded for payment of remuneration to **Shri S. C. Agrawal, Whole Time Director, designated as Executive Director** of the Company, w.e.f. 01.04.2013 within limits set out in section 198, 309 of the Companies Act, 1956 and as may be decided by the Board from 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."

CERTIFIED TRUE COPY

For K.M. Sugar Mills Ltd.

[Signature]
Company Secretary

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