



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



The Department of Corporate Services, Bombay Stock Exchange Limited, 27 th Floor, Phiroze Jejeebhoy 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, Bandra Kurla Complex, Bandra (E), Mumbai -400051 Phone no. 022-26598100
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28th September, 2017

Dear Sir,

Sub.: Proceedings of 44th Annual General Meeting of the Company held on 28-09-2017

We intimate you that the 44th Annual General Meeting of the Company was held on September 28, 2017 and the business as mentioned in the Notice of the meeting was transacted.

In the terms of the provisions of Companies Act, 2013 and Rules made thereunder reads with the provisions of SEBI (Listing Obligations and Disclosures Requirements), 2015 ("listing Regulations"), the company has provided remote e-voting and CS Amit Gupta, CP-4682, Company Secretary in Practice, Lucknow was appointed as the scrutinizer to scrutinize the remote e-voting process in a fair and a Transparent manner.

In this regards we are enclosing herewith the following:-

- (I) The proceedings of AGM pursuant to Regulation 30 read with Schedule III Part A of the SEBI Listing Regulation, 2015;
- (II) The voting results in the terms of the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (III) Consolidated Scrutinizer's Report dated 28th September 2017;

Kindly take the aforesaid disclosure on your records.

Thanking you.

For K M Sugar Mills Limited


(Rajeev Kumar)

Compliance Officer & Company Secretary

Encl. : as above



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Proceedings of 44th Annual General Meeting of M/s. K.M. Sugar Mills Limited

The 44th Annual General Meeting (AGM) of the members of K M Sugar Mills Limited (the Company) was held on Thursday, September 28, 2017 at 11.00AM (IST) at the registered office of the Company situated at 11- Moti Bhavan, Collector Ganj, Kanpur-2018001, (Uttar Pradesh), India. Shri L.K. Jhunjhunwala, Chairman of the Company, chaired the meeting and Shri Sanjay Jhunjhunwala, Joint Mangaing Director Shri S.K. Gupta, Independent Director, Shri A.K. Gupta, Chief Financial Officer and Shri Rajeev Kumar, Company Secretary and Compliance Officer of the Company were welcomed to 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 44th 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, 2017 did not have any qualifications, observations or comments which have any adverse effect on the functioning of the Company. Thereafter the Auditors report was 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, 2017 to September 27, 2017 (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 44th Annual General Meeting.

Shri Santosh Gupta (Folio No.:IN30036020074647) and Shri Vaibhav Srivastav (Rep. M/s. Marvel Business Private Limited - Folio No.: IN30088814062650) and participated in the invitation of Chairman and asked various questions about future prospectus of Indian Alcohol Industry, Sugar Industry, 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, 2017. 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, who were willing to cast their vote Ballot paper, the scrutinizer took custody of the Ballot box. Since, the ballot poll was not required to be conducted, the Scrutinizer announced closure of the voting through Ballot paper.

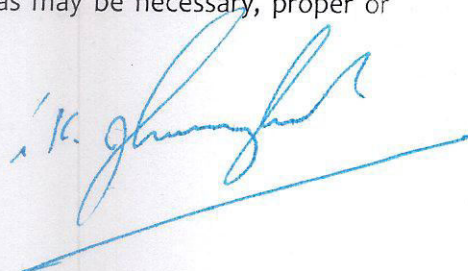
The resolutions for the Ordinary and special businesses as set out in item no. 1 to 5 in the Notice of 44th Annual General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 44th Annual General Meeting.

ORDINARY BUSINESSES:

Item no. 1: Adoption of audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors _ (Ordinary Resolution)

- a. "Resolved that, the audited financial statement of the Company for the financial year ended on March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before the 44th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."
- b. "Resolved that, the audited consolidated financial statement of the Company for the financial year ended on March 31, 2017 and the report of Auditors thereon laid before the 44th 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 Aditya Jhunhunwala, who retires by rotation (Ordinary Resolution)

"RESOLVED THAT Shri Aditya Jhunhunwala (DIN: 01686189) 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 L.K Jhunhunwala, who retires by rotation- (Ordinary Resolution)

"RESOLVED THAT Shri L.K Jhunhunwala (DIN: 01854647) 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)

"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), M/s. Agiwal & Co, Chartered Accountants (Firm Registration No 000181N), who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules, be and is hereby appointed as statutory Auditors of the Company (in place of M/s Mehrotra & Mehrotra, Chartered Accountants, who ceased to be re-appointed as the Statutory Auditors of the company due to expiry of his term) from the conclusion of 44th Annual general meeting till the conclusion of 49th annual general meeting of the Company, on such remuneration plus G.S.T, 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."

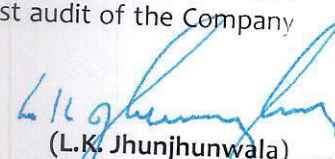
"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:-

Item no. 5: Ratification of Cost Auditors' remuneration - Ordinary Resolution)

"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 2017-18 be and is hereby approved."

Place: Lucknow
Date: 28.09.2017


(L.K. Jhunhunwala)
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 44th 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 44th Annual General Meeting of your Company held on Thursday, the 28th day of September, 2017 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

Proprietor

Amit Gupta & Associates

Company Secretaries

FCS – 5478, C.P. - 4682

Date: 28th day of September, 2017

SCRUTINIZER'S REPORT

Name of the Company	K M SUGAR MILLS LIMITED
Meeting	44 th Annual General Meeting
Date and Time	Thursday, the 28 th day of September, 2017 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 44th Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as **"the Company"**) held on Thursday, 28th day of September, 2017 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, 2017) 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 & 44th annual Report in the following manner:

By email	To 10561 members who have registered their e-mail ids with Depository/the RTA on 21.09.2017
By permitted mode	To 3954 members in physical form on 03.09.2017

3. Cut Off Date

The Voting rights were reckoned as on the September 21, 2017, 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 Sunday, September 24 2017 at 10:00 hrs. to Wednesday, September 27, 2017 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 Ms. Pooja Dua and Mr. Harshit Shah 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.** 31 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 44th AGM dated August, 10th

2017 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 of the notice dated August, 10th 2017, 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: 28th day of September, 2017

Annexure-1

**Results of remote E-Voting conducted at the 44th 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 standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017 (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
31	13413685	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 – To appoint a director in place of Shri Aditya Jhunjunwala, 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
30	13413435	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

- c) **Resolution 3 - To appoint a director in place of Shri L.K Jhunjunwala , 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
30	13413435	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

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
31	13413685	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

e) Resolution 5 - Appraisal of remuneration of cost auditor M/s Aman Malviya & Associates (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
31	13413685	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



Annexure-2

**Results of Voting through physical ballot conducted at the 44th 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 standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017. (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	41591239	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 - To appoint a director in place of Shri Aditya Jhunjunwala, 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	41591239	100
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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 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
38	41591239	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	41591239	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-5 Apporval of 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
38	41591239	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
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Annexure -3

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 44th 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 standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017 (Ordinary Resolution)				
Assent	13413685	41591239	55004924	100.00%
Dissent	0	0	0	0
Invalid	NIL	NIL	NIL	NIL
Total	13413685	41591239	55004924	100.00%
Outcome	Passed as an Ordinary Resolution			
Item No. 2:				
To appoint a director in place of Shri Aditya Jhunjhunwala, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)				
Assent	13413435	41591239	55004674	100.00%
Dissent	0	0	0	0
Invalid	NIL	NIL	NIL	NIL
Total	13413435	41591239	55004674	100.00%
Outcome	Passed as an Ordinary Resolution			
Item No. 3:				

To appoint a director in place of Shri L.K Jhunjhunwala, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)				
Assent	13413435	41591239	55004674	100.00%
Dissent	0	0	0	0
Invalid	NIL	NIL	NIL	NIL
Total	13413435	41591239	55004674	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	13413685	41591239	55004924	100.00%
Dissent	0	0	0	0
Invalid	NIL	NIL	NIL	NIL
Total	13413685	41591239	55004924	100.00%
Outcome	Passed as an Ordinary Resolution			
Item No. 5:				
APPORVAL OF REMUNERATION OF COST AUDITOR M/S. AMAN MALVIYA & ASSOCIATES (Ordinary Resolution)				
Assent	13413685	41591239	55004924	100.00%
Dissent	0	0	0	0
Invalid	NIL	NIL	NIL	NIL
Total	13413685	41591239	55004924	100.00%
Outcome	Passed as an Ordinary Resolution			



Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: 28th September, 2017