



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 Jeebhoy 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, 2018

Sub. : Proceedings of 45th Annual General Meeting of the Company held on 28-09-2018

Dear Sir,

We write you that the 45th 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 45th 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 45th Annual General Meeting of M/s. K.M. Sugar Mills Limited

The 45th 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 Bhawan, 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 45th 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 45th 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 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 45th Annual General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 45th 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 45th 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 Jhunjunwala, who retires by rotation (Ordinary Resolution)

Proposed by: Rita Gupta

Seconded by: Ashwani Pathak

"RESOLVED THAT Shri Sanjay Jhunjunwala (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

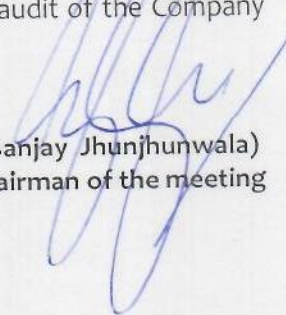
Seconded by: Vaibhav Srivastav

“ **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