



## AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

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### REPORT OF SCRUTINIZER

To,  
The Chairman 42<sup>nd</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 42<sup>nd</sup> Annual General Meeting of your Company held on Saturday, September 19<sup>th</sup> 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: September, 19<sup>th</sup> 2015



**SCRUTINIZER'S REPORT**

Name of the Company	K M SUGAR MILLS LIMITED
Meeting	42 <sup>nd</sup> Annual General Meeting
Date and Time	Saturday, September, 19 <sup>th</sup> 2015 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 42<sup>nd</sup> Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as "**the Company**") held on Saturday, September, 19<sup>th</sup> 2015 at 11.00 A.M. at 11 MOTI BHAWAN COLLECTOR GANJ, KANPUR-208001, and Uttar Pradesh.

**2. Dispatch of Notice Convening the Meeting**

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date August 14, 2015) 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 & 42<sup>nd</sup> annual Report in the following manner:

By email	To 4985 members who have registered their e-mail ids with Depository/the RTA on 11.08.2015
By permitted mode	To 4957 members in physical form on 11.08.2015

**3. Cut Off Date**

The Voting rights were reckoned as on the September 12, 2015, 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 Tuesday, September 15 2015 at 9:00 hrs. to Friday, September 18, 2015 at 17:00 hrs and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by CDSL.

### 5. Voting at AGM

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

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

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

### 6. Counting Process

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

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

6.3. I unblocked the remote e voting results on the CDSL E-voting platform before Mr. Niraj Kumar Verma and Mr. Ankur Bajpai and downloaded the e voting details.

### 7. Result

#### 7.1. I observed that

7.1.1. 34 Members had cast their votes through poll facility provided through physical ballots at meeting.

7.1.2. 17 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





Annexure-1

**Results of remote E-Voting conducted at the 42<sup>nd</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 standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 (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
16	33279030	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
1	250	.001

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 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
17	33279280	100

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 Mr. 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
17	33279280	100

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. Mehrotra & Mehrotra, Chartered Accountants, New Delhi, retiring Auditors at this Annual General Meeting and are eligible for re-appointment for the year 2015-16 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
17	33279280	100

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 - To approve appointment of Shri L.K. Jhunjhunwala (DIN : 01854647) as a Whole Time - Director designated as Chairman (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
17	33279280	100

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

f) Resolution 6 - To approve appointment of Shri Aditya Jhunjhunwala ( DIN : 01686189) as a Whole Time- Director designated as Managing Director of the Company (Special Resolution)



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

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>17</b>	<b>33279280</b>	<b>100</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
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

**g) Resolution 7 – To Approve appointment of Shri Sanjay Jhunhunwala ( DIN : 01777954) as Joint Managing Director of the Company (Special Resolution)**

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

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>17</b>	<b>33279280</b>	<b>100</b>

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**ii. Voted against the resolution:**

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



system		
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

**h) Resolution 8 - To approve appointment of Shri Subhash Chandra Agarwal ( DIN - 02461954 ) as Executive Director of the Company (Special resolution)**

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
17	33279280	100

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

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**i) Resolution 9 - To Approve appointment OF MR. H.P. SIGHANIA ( DIN 00141096) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>17</b>	<b>33279280</b>	<b>100</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>NIL</b>	<b>NIL</b>	<b>NIL</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>

**j) Resolution 10 To Approve Appointment OF MR. S.K. GUPTA ( DIN 01995658) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)**

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

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>17</b>	<b>33279280</b>	<b>100</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



NIL	NIL	NIL
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iii. Invalid votes :

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

k) Resolution 11 – To Approve appointment OF Dr. KIRTI SINGH ( DIN 02482624) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
17	33279280	100

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

**l) Resolution 12 –To Approve Appointment OF MR. R.S. SHUKLA ( DIN 0260428) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)**

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

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>17</b>	<b>33279280</b>	<b>100</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>NIL</b>	<b>NIL</b>	<b>NIL</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>

**m) Resolution 13 –To Approve Appointment of Mr. Anil Kumar Misra (DIN 07213630) As Nominee Director (Ordinary Resolution)**

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

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>17</b>	<b>33279280</b>	<b>100</b>

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**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

n) Resolution 14 – To approve Appointment OF Mr. Anil Kumar Misra (DIN : 07213630)  
AS A NOMINEE ( 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
17	33279280	100

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



**o) Resolution 15 - APPROVAL 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
<b>17</b>	<b>33279280</b>	<b>100</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>NIL</b>	<b>NIL</b>	<b>NIL</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>

**p) Resolution 16 – To approve Alteration of Articles of Association of the Company. (Special Resolution)**

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

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>17</b>	<b>33279280</b>	<b>100</b>

**ii. Voted against the resolution:**

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

*W/S*



through remote - electronic voting system	resolution	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

q) **Resolution 17- To approve Borrowing limits of the Company (Special Resolution)**

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

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
17	33279280	100

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

r) **Resolution 18 – To approve creation of Charges on the assets of the Company. (Special Resolution)**

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



Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
17	33279280	100

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 42<sup>nd</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 standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015. (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
34	16173912	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 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
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34	16173912	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 Mr. 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
34	16173912	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. Mehrotra & Mehrotra, Chartered Accountants, New Delhi, retiring Auditors at this Annual General Meeting and are eligible for re-appointment for the year 2015-16 and fix their remuneration. (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>34</b>	<b>16173912</b>	<b>100</b>

**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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 5 – To approve Appointment of of Shri L.K. Jhunjunwala (DIN : 01854647) as a Whole Time - Director designated as Chairman of the Company. (Special 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>34</b>	<b>16173912</b>	<b>100</b>

**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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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>



f) Resolution 6 – To approve appointment of Shri Aditya Jhunjunwala ( DIN : 01686189) as a Whole Time- Director designated as Managing Director of the Company. (Special 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>34</b>	<b>16173912</b>	<b>100</b>

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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>

g) Resolution-7 To approve Appointment of Shri Sanjay Jhunjunwala (DIN : 01777954) as Joint Managing Director of the Company. (Special 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>34</b>	<b>16173912</b>	<b>100</b>

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

ii. Invalid votes :

*Aditya*



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

**h) Resolution-8 To approve Appointment of Shri Subhash Chandra Agarwal , ( DIN - 02461954 ) as Executive Director of the Company (Special 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
34	16173912	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

**i) Resolution-9 To approve appointment of MR. H.P. SIGHANIA ( DIN 00141096) as an INDEPENDENT DIRECTOR ( 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
34	16173912	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

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NIL	NIL	NIL
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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

**j) Resolution-10 To approve appointment of MR. S.K. GUPTA ( DIN 01995658) AS AN INDEPENDENT DIRECTOR ( 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>34</b>	<b>16173912</b>	<b>100</b>

**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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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

**k) Resolution-11 To approve appointment of Dr. KIRTI SINGH ( DIN 02482624) AS AN INDEPENDENT DIRECTOR (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>34</b>	<b>16173912</b>	<b>100</b>

**i. Voted against the resolution:**

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

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>

l) Resolution-12 To approve appointment OF MR. R.S. SHUKLA ( DIN 0260428) as an INDEPENDENTDIRECTOR ( 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>34</b>	<b>16173912</b>	<b>100</b>

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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>

m) Resolution-13 To approve appointment of MRS. MADHU MATHUR (DIN no. 07196895) AS AN WOMAN INDEPENDENT DIRECTOR ( 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>34</b>	<b>16173912</b>	<b>100</b>



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

n) Resolution-14 To approve appointment of MR. ANIL KUMAR MISRA (DIN : 07213630) as a nominee director ( 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
34	16173912	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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o) Resolution-15 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



proxy)		
<b>34</b>	<b>16173912</b>	<b>100</b>

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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>

**p) Resolution-16 to approve Alteration of Articles of Association of the Company. (Special 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>34</b>	<b>16173912</b>	<b>100</b>

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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>

**q) Resolution-17 Approval of Borrowing limits of the Company (Special Resolution)**

Voted in favour of the resolution:

Number of members	Number of votes casted	% of total number of
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present and voting in favour (in person or by proxy)	in favour of the resolution	valid votes casted on the resolution
<b>34</b>	<b>16173912</b>	<b>100</b>

**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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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>

**r) Resolution-18 to approve Creation of Charges on the assets of the Company. (Special 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>34</b>	<b>16173912</b>	<b>100</b>

**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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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>

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**Annexure -3**

**Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 42<sup>nd</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	
<b>Item No. 1:</b>				
<b>To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 (Ordinary Resolution)</b>				
Assent	33279030	16173912	49452942	99.999
Dissent	250	0	250	.001
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100.00
<b>Item No. 2:</b>				
<b>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)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
<b>Item No. 3:</b>				
<b>To appoint a director in place of Mr. Shri Aditya Jhunjunwala, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL



Total	33279280	16173912	49453192	100
<b>Item No. 4:</b>				
<b>To appoint M/s. Mehrotra &amp; Mehrotra, Chartered Accountants, New Delhi, retiring Auditors at this Annual General Meeting and are eligible for re- appointment for the year 2015-16 and fix their remuneration. (Ordinary Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
<b>Item No. 5:</b>				
<b>To approve appointment of Shri L.K. Jhunjhunwala (DIN : 01854647) as a Whole Time - Director designated as Chairman of the Company (Special Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
<b>Item No. 6:</b>				
<b>To approve appointment of Shri Aditya Jhunjhunwala ( DIN : 01686189) as a Whole Time- Director designated as Managing Director of the Company (Special Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL

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Total	33279280	16173912	49453192	100
<b>Item No. 7:</b>				
<b>To approve appointment of Shri Sanjay Jhunjhunwala ( DIN : 01777954) as Joint Managing Director of the Company (Special Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
<b>Item No. 8:</b>				
<b>To appointment of Shri Subhash Chandra Agarwal ( DIN -02461954 ) as Executive Director of the Company (Special resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
<b>Item No. 9:</b>				
<b>To appointment OF MR. H.P. SIGHANIA ( DIN 00141096) AS AN INDEPENDENTDIRECTOR (Ordinary Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100



<b>Item No. 10:</b>				
<b>To approve appointment OF MR. S.K. GUPTA ( DIN 01995658) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
<b>Item No. 11:</b>				
<b>To approve appointment OF Dr. KIRTI SINGH ( DIN 02482624) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
<b>Item No. 12:</b>				
<b>To approve appointment OF MR. R.S. SHUKLA ( DIN 0260428) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)</b>				
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100

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**Item No. 13:**

**To approve appointment of Mr. Anil Kumar Misra (DIN 07213630) As Nominee Director  
(Ordinary Resolution)**

Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100

**Item No. 14:**

**To approve appointment of Mr. Anil Kumar Misra (DIN : 07213630) AS A NOMINEE ( Ordinary  
Resolution)**

Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100

**Item No. 15:**

**APPROVAL OF REMUNERATION OF COST AUDITOR M/S. AMAN MALVIYA & ASSOCIATES  
(Ordinary Resolution)**

Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100

*AGS*



**Item No. 16:**

**To approve Alteration of Articles of Association of the Company. (Special Resolution)**

Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100

**Item No. 17:**

**To approve Borrowing limits of the Company (Special Resolution)**

Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100

**Item No. 18:**

**To creation of Charges on the assets of the Company. (Special Resolution)**

Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100



**Amit Gupta**  
**Proprietor**  
**Amit Gupta & Associates**  
**Company Secretaries**  
**FCS – 5478, C.P. - 4682**  
Date: 19<sup>th</sup> September, 2015