

AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

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REPORT OF SCRUTINIZER

To,

The Chairman 46th 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 46th Annual General Meeting of your Company held on Tuesday, the 20th day of August,2019 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: 20th day of August, 2019



SCRUTINIZER'S REPORT

Name of the Company	K M SUGAR MILLS LIMITED	
Meeting	46 th Annual General Meeting	
Date and Time	Tuesday, the 20 th day of August, 2019 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 46th Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as "the Company") held on Tuesday, 20th day of August, 2019 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 13, 2019) 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 & 46th annual Report in the following manner:

By email	To 12595 members who have registered their e-mail ids with Depository/the RTA on 25.07.2019
By permitted mode	To 3549 members in physical form on 26.07.2019

3. Cut Off Date

The Voting rights were reckoned as on the August 13, 2019, 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 Saturday, August 17 2019 at 10:00 hrs. to Monday, August 19, 2019 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. Faizan and Ms. Manpriya and downloaded the e- voting details.

7. Result

7.1. I observed that

- 7.1.1. 36 Members had cast their votes through poll facility provided through physical ballots at meeting.
- 7.1.2. 26 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 46th AGM dated May, 29th 2019



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

- **7.3.** Based on the aforesaid result, the **Ordinary resolutions and the special resolution** as contained in item no. 1 to 17 of the notice dated May, 29th 2019 and item no.18 in the addendum to the notice dated August 06th 2019 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: 20th day of August, 2019



Annexure-1

Results of remote E-Voting conducted at the 46th Annual General Meeting of K M SUGAR MILLS LIMITED

- 1. The result of remote e-voting is as under:
 - a) Resolution 1 Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.(Ordinary Resolution):
 - i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system		
26	29491369	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

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



- b) Resolution 2 : Appointment of 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 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
25	29491269	100.00%

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	100	0%

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

- c) Resolution 3 Appointment of a director in place of Mr. Shri Aditya 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 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
25	29491269	100.00%



Number of members who voted against through remote -	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
electronic voting system		
1	100	0%

iii. Invalid votes:

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

d) Resolution 4 - Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors for the remaining term (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
25	29491269	100.00%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
1	100	0%

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 – Change in terms and Re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system		
25	29491269	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
1	100	0%

iii. Invalid votes:

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

f) Resolution 6 – Change in terms and Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) 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	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system	29491269	100.00%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
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who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
1	100	0%

iii. Invalid votes:

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

g) Resolution 7 – Change in terms and Re-appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Joint Managing Director of the Company(Special Resolution)

i. Voted in favour of the resolution:

system 25	29491269	100.00%
through remote - electronic voting	resolution	the resolution
who voted in favour	casted in favour of the	valid votes casted on
Number of members	Number of votes	% of total number of

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	100	0%

iii. Invalid votes:

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

h) Resolution 8 – Change in terms and Re-appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954)as a 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
25	29491269	100.00%

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	100	0%

iii. Invalid votes:

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

h) Resolution 9 - Continuance of Shri H.P. Singhania (DIN - 00141096) as Independent Director of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system		
25	29491269	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
1	100	0%



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

i) Resolution 10 - Re-appointment of Mr. H.P. Singhania(DIN - 00141096) as an Independent Director (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system		
25	29491269	100.00%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
1	100	0%

iii. Invalid votes:

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

j) Resolution 11 – Re-appointment of Mr. S.K. Gupta (DIN – 01995658) as an Independent Director (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
25	29491269	100.00%



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	100	0%

iii. Invalid votes:

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

k) Resolution 12 - Re-appointment of Mrs. Madhu Mathur (DIN NO. 07196895) as an Independent Director (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
25	29491269	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
1	100	0%

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



I) Resolution 13 – Investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system		
24	29489269	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
2	2100	0.01%

iii. Invalid votes:

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

m) Resolution 14 - Investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system		
24	29489269	99.99%

ii. Voted against the resolution:

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



through remote - electronic voting system	resolution	the resolution
2	2100	0.01%

iii. Invalid votes:

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

- n) Resolution 15 : Approved the related party transaction with Shri Shakti Credits Limited (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
15	239888	99.13%

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
2	2100	0.87%

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

- o) Resolution 16 Approved the related party transaction with Francoise Commerce Private Limited (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
15	239888	99.13%

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
2	2100	0.87%

iii. Invalid votes:

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

p) Resolution 17 – Approved the remuneration of Cost Auditor appointed for the financial year 2019-20 (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
system		
25	29491269	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
1	100	0%



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

q) Resolution 18 – Appointment of Dr.Sushil Solomon as an Independent Director (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
25	29491269	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
1	100	0%

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





Annexure-2

Results of Voting through physical ballot conducted at the 46th 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 Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.(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
36	21336120	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

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

- Resolution 2 Appointment of 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
36	21336120	100



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

- c) Resolution 3 Appointment of a director in place of Mr. Shri Aditya 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
36	21336120	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

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

- d) Resolution 4 Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors for the remaining term (Ordinary Resolution)
 - i. 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
36	21336120	100

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

iii. Invalid votes:

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

d) Resolution-5 Change in terms and Re-appointment of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special 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
36	21336120	100

ii Voted against the resolution:

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

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



e) Resolution-6 Change in terms and Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as Managing Director of the Company (Special 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
36	21336120	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	Total number of votes casted by	
or by proxy) whose votes were declared invalid	members whose votes were declared invalid	
Nil	Nil	

f) Resolution-7 Change in terms and Re-appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Joint Managing Director of the Company(Special 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
36	21336120	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

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



g) Resolution-8: Change in terms and Re-appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954)as a Joint Managing Director of the Company(Special 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
36	21336120	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	Total number of votes casted by
or by proxy) whose votes were	members whose votes were declared
declared invalid	invalid
Nil	Nil

h) Resolution-9 Continuance of Shri H.P. Singhania (DIN – 00141096) as Independent Director of the Company (Special 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
36	21336120	100

ii. Voted against the resolution:

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

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



Nil	Nil
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i) Resolution-10 Re-appointment of Mr. H.P. Singhania(DIN - 00141096) as an Independent Director (Special 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
36	21336120	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	Total number of votes casted by
or by proxy) whose votes were	members whose votes were declared
declared invalid	invalid
Nil	Nil

j) Resolution-11 Re-appointment of Mr. S.K. Gupta (DIN – 01995658) as an Independent Director (Special 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
36	21336120	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

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



declared invalid	invalid
Nil	Nil

k) Resolution-12 Re-appointment of Mrs. Madhu Mathur (DIN NO. 07196895) as an Independent Director (Special 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
36	21336120	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	Total number of votes casted by
or by proxy) whose votes were	members whose votes were declared
declared invalid	invalid
Nil	Nil

 Resolution-13 Investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time (Special 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
36	21336120	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

Total number of members (in person Total number of votes casted by
--



or by proxy) whose votes were	members whose votes were declared
declared invalid	invalid
Nil	Nil

m) Resolution-14 Investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited (Special 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
36	21336120	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	Total number of votes casted by members whose votes were declared
declared invalid	invalid
Nil	Nil

n) Resolution-15 Approved the related party transaction with Shri Shakti Credits Limited (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
27	236327	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

Total number of members (in person	Total number of votes casted by
Total hamber of members (in person	Total Harrisel of Votes casted by



or by proxy) whose votes were	members whose votes were declared
declared invalid	invalid
Nil	Nil

o) Resolution-16 Approved the related party transaction with Francoise Commerce Private Limited(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
27	236327	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	Total number of votes casted by members whose votes were declared
declared invalid	invalid
Nil	Nil

p) Resolution-17 Approved the remuneration of Cost Auditor appointed for the financial year 2019-20 (Ordinary Resolution)

i. Voted in favour of the resolution:

36	21336120	100
proxy)		
favour (in person or by	resolution	the resolution
present and voting in	in favour of the	valid votes casted on
Number of members	Number of votes casted	% of total number of

ii. Voted against the resolution:

against (in person or by proxy)	NII	the resolution
Number of members present and voting	Number of votes casted against the resolution	% of total number of valid votes casted on



or by proxy) whose votes were	members whose votes were declared
declared invalid	invalid
Nil	Nil

q) Resolution-18 Appointment of Dr.Sushil Solomon as an Independent Director (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
36	21336120	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



Annexure -3

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the $46^{\rm th}$ Annual General Meeting of K M SUGAR MILLS LIMITED

rcentage	d in Per	Number of Votes Contained in		
	TOTAL	Poll through TO physical Ballots at AGM	Remote E votes	
				Item No. 1:
r ended 31st	for the financial year	of the Company fo	e Financial Statement	Adoption of th
year and the	r the said financial	cial Statements for	ne Consolidated Fina	March, 2019, t
ո)։	າ.(Ordinary Resolutio	he Auditors thereon.(oard of Directors and	Reports of the B
100.00%	50827489	21336120	29491369	Assent
0%	0	0	0	Dissent
NIL	NIL	NIL	NIL	Invalid
100.00%	50827489	21336120	29491369	Total
		ry Resolution	Passed as an Ordin	Outcome
				Item No. 2:
	la, who retires by rota	hri L.K. Jhunjhunwala	a director in place of	Appointment of
ation and		ointment (Ordinary R	ters nimselt for re-ap _l	• •
		<u>-</u>	29491269	being eligible, o
100.00%	Resolution)	ointment (Ordinary R		being eligible, o
100.00%	Resolution) 50827389	ointment (Ordinary R 21336120	29491269	being eligible, o
100.00% 100.00%	Resolution) 50827389 100	ointment (Ordinary R 21336120 0	29491269	being eligible, o Assent Dissent



= =	of a director in place of ble, offers himself for r	=	=	tires by rotation
Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Ordir	nary Resolution		
Item No. 4:		-		-
Appointment o	of M/s. Agiwal & Co, Ch	artered Accountant	ts, New Delhi, as sta	atutory auditors
for the remaini	ng term (Ordinary Res	olution)		
Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Ordir	nary Resolution		
Item No.5:		_		-
_	is and Re-appointment designated as Chairmar			647) as a Whole
Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Speci	ial Resolution		



Item No. 6:

Change in terms and Re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as Managing Director of the Company (Special Resolution)

Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Spec	ial Resolution		

Item No. 7:

Change in terms and Re-appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Joint Managing Director of the Company(Special Resolution)

Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Special	Resolution		

Item No. 8:

Change in terms and Re-appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954) as a Joint Managing Director of the Company (Special Resolution)

Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Special	Resolution		



Item No. 9:						
Continuance o	of Shri H.P. Singhania (D	IN – 00141096) as li	ndependent Directo	r of the		
Company (Spe	ecial Resolution)					
		1	T-			
Assent	29491269	21336120	50827389	100.00%		
Dissent		_		0%		
Disserie	100	0	100	070		
Invalid	NIL	NIL	NIL	NII		
Total	29491369	21336120	50827489	100.00%		
Outcome	Passed as an Speci	Passed as an Special Resolution				
Item No. 10:						
Re-appointme	ent of Mr. H.P. Singhania	a(DIN – 00141096) a	s an Independent D	irector (Special		
Resolution)	· ·		•			
Assent	29491269	21336120	50827389	100.00%		
Dissent	100		100	0%		
Disserie	100	0	100	5 /0		
Invalid	NIL	NIL	NIL	NII		
Total	29491369	21336120	50827489	100.00%		
Outcome	Passed as an Speci	al Resolution				
Item No. 11:						
	ent of Mr. S.K. Gupta (DI	N – 01995658) as ar	Independent Direc	tor (Special		
Resolution)	Capta (2.	0155555, 45 4.		(- p-c.a.		
,						
Assent	29491269	21336120	50827389	100.00%		
		0	100	0%		
Dissent	100	l l				
	NIL	NIL	NIL	NII		
Dissent Invalid Total		NIL 21336120	NIL 50827489	NII 100.00%		



Item	Nο	12.
116111	INU	

Re-appointment of Mrs. Madhu Mathur (DIN NO. 07196895) as an Independent Director (Special Resolution)

Assent	29491269	21336120	50827389	100.00%
Dissent	100	0	100	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Spec	ial Resolution		

Item No. 13:

Investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 200.00 Crores outstanding at any time (Special Resolution)

Assent	29489269	21336120	50825389	99.99%
Dissent	2100	0	2100	0.01%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Spec	ial Resolution	1	

Item No. 14:

Investment in Sonar Castings Limited and issue of corporate guarantee for securing credit facilities to Sonar Castings Limited (Special Resolution)

Assent	29489269	21336120	50825389	99.99%
Dissent	2100	0	2100	0.01%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Spec	ial Resolution		



		uith Chri Chaldi Cuad	lite Limitad /Ordinan	, Docolution		
Λ a a a .a L	elated party transaction w		· · · · · · · · · · · · · · · · · · ·	•		
Assent	239888	236327	476215	99.13%		
Dissent	2100	0	2100	0.87%		
Invalid	NIL	NIL	NIL	NIL		
Total	241988	236327	478315	100.00%		
Outcome	Passed as an Ordinary	Passed as an Ordinary Resolution				
Item No. 16:		-				
Approved the re	elated party transaction w	vith Francoise Comr	nerce Private Limited	d(Ordinary		
Resolution)						
Assent	239888	236327	476215	99.13%		
Dissent	2100	0	2100	0.87%		
Invalid	NIL	NIL	NIL	NIL		
Total	241988	236327	478315	100.00%		
0	Passed as an Ordinary Resolution					
Outcome						
Item No. 17:						
Item No. 17:		tor appointed for th	ne financial year 2019	9-20		
Item No. 17: Approved the re	emuneration of Cost Audi	tor appointed for th	ne financial year 201	9-20		
Item No. 17: Approved the re		tor appointed for th	ne financial year 2019	9-20		
Item No. 17: Approved the re (Ordinary Resol		tor appointed for th	ne financial year 2019 50827389	9-20		
Item No. 17: Approved the re (Ordinary Resol	ution)					
Item No. 17: Approved the re (Ordinary Resol Assent Dissent	29491269	21336120	50827389	100.00%		
Item No. 17: Approved the re (Ordinary Resol	29491269 100	21336120	50827389	100.00%		



Item No. 18:					
Appointment of Dr.Sushil Solomon as an Independent Director (Ordinary Resolution)					
Assent	29491269	21336120	50827389	100.00%	
Dissent	100	0	100	0%	
Invalid	NIL	NIL	NIL	NIL	
Total	29491369	21336120	50827489	100.00%	
Outcome	Passed as an Ordinary	Resolution	I I		



Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682

Date: 20th August, 2019