



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 system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
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

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

c) **Resolution 3 - Appointment of 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
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 votes were declared invalid	Total number of votes casted by 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 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 declared invalid
NIL	NIL

e) Resolution 5 – Change in terms and Re-appointment of Shri L.K. Jhunjunwala (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 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 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 declared invalid
NIL	NIL

f) Resolution 6 – Change in terms and Re-appointment of Shri Aditya Jhunjunwala, (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 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
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who voted against through remote - electronic voting system	casted against the resolution	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 declared invalid
NIL	NIL

g) Resolution 7 – Change in terms and Re-appointment of Shri Sanjay Jhunjunwala (DIN: 01777954) 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%

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 votes were declared invalid	Total number of votes casted by 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%

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

l) 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 system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
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 votes were declared invalid	Total number of votes casted by 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 system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	29489269	99.99%

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

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

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 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%

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 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%

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%

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

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 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 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 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 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 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 declared invalid
NIL	NIL

CP No. 4682

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

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 - Appointment of 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 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 declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

c) Resolution 3 - Appointment of 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
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 declared invalid	Total number of votes casted by 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

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-5 Change in terms and Re-appointment of Shri L.K. Jhunjunwala (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:

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

iii Invalid votes :

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



e) Resolution-6 Change in terms and Re-appointment of Shri Aditya Jhunjunwala, (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 or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

f) Resolution-7 Change in terms and Re-appointment of Shri Sanjay Jhunjunwala (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

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

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

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

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

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

l) 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

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

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 declared invalid	Total number of votes casted by 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 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	Total number of votes casted by
------------------------------------	---------------------------------

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

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

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

Annexure -3

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

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
Item No. 1:				
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):				
Assent	29491369	21336120	50827489	100.00%
Dissent	0	0	0	0%
Invalid	NIL	NIL	NIL	NIL
Total	29491369	21336120	50827489	100.00%
Outcome	Passed as an Ordinary Resolution			
Item No. 2:				
Appointment of a director in place of Shri L.K. Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment (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			
Item No. 3:				



Appointment of a director in place of Mr. Shri Aditya Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment (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			
Item No. 4:				
Appointment of M/s. Agiwal & Co, Chartered Accountants, New Delhi, as statutory auditors for the remaining term (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			
Item No.5 :				
Change in terms and Re-appointment of Shri L.K. Jhunjunwala (DIN: 01854647) as a Whole Time Director designated as Chairman 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. 6:				
Change in terms and Re-appointment of Shri Aditya Jhunjunwala, (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 Special Resolution			
Item No. 7:				
Change in terms and Re-appointment of Shri Sanjay Jhunjunwala (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 of Shri H.P. Singhania (DIN – 00141096) as Independent 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 a Special Resolution			
Item No. 10: Re-appointment of Mr. H.P. Singhania(DIN – 00141096) 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 a Special Resolution			
Item No. 11: Re-appointment of Mr. S.K. Gupta (DIN – 01995658) 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 a Special Resolution			



Item No. 12:				
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 Special 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 Special Resolution			
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 Special Resolution			



Item No. 15:				
Approved the related party transaction with Shri Shakti Credits Limited (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%
Outcome	Passed as an Ordinary Resolution			
Item No. 16:				
Approved the related party transaction with Francoise Commerce Private Limited(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%
Outcome	Passed as an Ordinary Resolution			
Item No. 17:				
Approved the remuneration of Cost Auditor appointed for the financial year 2019-20 (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			

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			



Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: 20th August, 2019