



K.M. Sugar Mills Ltd.

Factory & Works : P.O. Motinagar-224201, Dist. Ayodhya (U.P.)
Phone : 7571000692, Email : director@kmsugar.com
CIN No.: L15421UP1971PLC003492 GSTIN No.: 09AAACK5545P1ZZ

The Department of Corporate Services,
Bombay Stock Exchange Limited,
27th Floor, PhirozeJeebhoy Towers,
Dalal Street, Fort, Mumbai -400001
Phone no. 022- 22728527,
Bandra (E), Mumbai -400051

The Asstt. Vice President-Listing,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G,
BandraKurla Complex, Bandra (E),
Mumbai -400051
Phone no. 022-26598100

Date: 24th March, 2022

**Sub.: Outcome and Proceedings of 03rd Extra-Ordinary General Meeting of the Company
held on 24-03-2022**

Dear Sir,

We write you that the Extra-Ordinary General Meeting of the Company was held on March 24, 2022 through Video Conferencing and the business as mentioned in the Notice of the meeting were transacted.

In this regard, please find enclosed to this letter proceeding of 03rd Extra-Ordinary General Meeting of the Company as required pursuant to the requirement of Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with voting results and the Scrutinizer's Report on voting held through e-voting at the EGM of the Company.

The Company will file separately e-voting results pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid disclosure on your records.

Thanking you,
For K M Sugar Mills Limited

(Pooja Dua)
Compliance Officer & Company Secretary

Encl.: as above

Outcome and Proceedings of 03rd Extra-Ordinary General Meeting of
M/s. K.M. Sugar Mills Limited

The 03rd Extra-Ordinary General Meeting (EGM) of the members of K M Sugar Mills Limited (the Company) was held on Thursday, March 24, 2022 at 11.00AM (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). The Company, while conducting the Meeting, adhered to the Ministry of Corporate Affairs (MCA) Circulars, Securities and Exchange Board of India (SEBI) Circular in view of the outbreak of COVID-19 pandemic.

Shri L.K Jhunjunwala, Chairman of the Company, chaired the meeting and delivered his welcoming speech. The Chairman informed the shareholders that the member of the board, senior management, Statutory Auditor and Secretarial Auditors has joined this meeting. The Chairman then asked Shri Aditya Jhunjunwala, Managing Director of the company to take forward the proceedings of the meeting.

Shri Aditya Jhunjunwala, on being informed by Ms. Pooja Dua that requisite quorum was present, called the meeting to order. Shri Aditya Jhunjunwala, then welcomed the members present in the meeting. Shri Aditya Jhunjunwala informed the members that the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection on company's website.

Shri Aditya Jhunjunwala then took the formal proceedings of the meeting. With the concurrence of the members, the Notice of the 03rd Extra-Ordinary General Meeting together was taken as read.

Ms. Pooja Dua, Company Secretary informed the members that the Company has arranged for remote e-voting facility to the members entitled to cast their vote on the EGM agenda items from March 21, 2022 to March 23, 2022 (both days inclusive). She drew the attention of members that there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

Thereafter, the Company Secretary informed the members that the company has received request from the 2 member to register themselves as the speaker shareholder of the meeting.

Thereafter, Ms. Pooja Dua, invited members to ask questions or to make their comments, give suggestions and seek clarifications, if any, on the items set out in the Notice of 03rd Extra-Ordinary General Meeting.

Ms. Celestine Elizabeth Mascarenhas (Folio No.: 1205140000090218) and Mr. Praveen Kumar (Folio No.: IN30011810449827) were registered as the speaker member to ask question and express view in the meeting and accordingly they asked various questions on the working, future prospectus of Sugar Industry, ethanol etc. Shri Aditya Jhunjunwala answered his questions to member's satisfaction.

Thereafter, the Shri Aditya Jhunjunwala again thanked all the members for joining the meeting held through Video Conferencing and for the trust, passion and confidence on the Company and acknowledged members' sentiments and cherished relationship with the Company.

Thereafter, the Company Secretary informed that, Mrs. Pragati Gupta of M/s. Pragati Gupta, Practicing Company Secretaries was appointed as scrutinizer for e-voting purpose and voting through Video Conferencing in the 03rd Extra-Ordinary General Meeting. He informed that voting results will be announced latest by Saturday, March 23, 2021. He further stated that, results of the voting shall also be uploaded at the website of the Company www.kmsugar.com and would be intimated to BSE Limited and NSE Limited.

The Company Secretary then requested all the members present at the Meeting to cast their vote through e-voting facility provided at the EGM on below resolutions as set out in the notice of 03rd Extra-Ordinary General Meeting of the Company.

The Company Secretary informed the members that the e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

The meeting was concluded with the vote of thanks to the Members for attending and participating at the meeting. She also thanked the Directors for joining the Meeting and declared the meeting concluded at 12.00 p.m.

The resolutions for the special Business as set out in item no. 1 to 6 in the Notice of 03rd Extra-Ordinary General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 03rd Extra-Ordinary General Meeting.

SPECIAL BUSINESS:-**1. Reclassification of Outgoing Promoters to "Public" Shareholder Category (Ordinary Resolution):**

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together, "Stock Exchanges") and such other approvals as may be necessary and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of shareholders listed hereunder (hereinafter referred to as "Outgoing Promoters"), from "Promoter/ Promoters Group" category to "Public" category, in the shareholding pattern of the Company, records and / or disclosures:

S.No	Name of the shareholder	No. of Shares held as at date of notice	% of holding
1	Prakashchandra Dwarkadas Jhunjhunwala -HUF	32,78,271	3.56
2	Umadevi Jhunjhunwala	25,51,717	2.77
3	Madhu Prakash Jhunjhunwala	15,71,660	1.71
	TOTAL	74,01,648	8.04

"RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of the Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of the Listing Regulations."

"RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of the Listing Regulations."

"RESOLVED FURTHER THAT the Board of Directors (which may include sub-delegation of all or any of the powers herein conferred to any committee of directors or director(s) or any other officer or officers of the Company) of the Company be and are hereby authorized, to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the SEBI (if required) and the Stock Exchanges where shares of the Company are listed and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution without requiring the Board to secure any further consent or approval of the members of the Company."

"RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

2. Contract(s)/ Arrangement(s)/ Transaction(s) with the M/s Concept Consultings, Related Party: (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 188(1)(d), 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with the M/s Concept Consultings, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, including appointment at a place of profit, as a Consultant, Advisor or service provider by any other name, whatsoever, for taking services in relation to business of the Company including development, diversification, modernization, on such terms and conditions as the Board may deem fit, up to a maximum aggregate value of Rs. 500 Lacs for each financial year."

"RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to sign/execute necessary documents, etc., to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or any Director of the Company and to do all such acts and deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution and to settle any queries, difficulties, doubts that may arise with regard to the above, finalize the terms and conditions and execute such documents and writings."

3. Changed in Terms of Appointment of Shri L.K. Jhunjhunwala (Din: 01854647) as A Whole Time Director Designated as Chairman of the Company: (Special Resolution).

"RESOLVED THAT pursuant to the provisions of the Section 197, 198 read with the Schedule V and other applicable provisions, if any of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, and in furtherance to the special resolution passed in the 46th Annual General Meeting of the company held on 20th day of August, 2019, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members of the Company be and is hereby accorded to increase the remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to Shri L. K. Jhunjhunwala, (DIN: 01854647), Whole Time Director, designated as a Chairman of the Company, for remaining term of 2 years with effect from 01st April, 2022 to 31st March, 2024 as per the details mentioned in the explanatory statement, and such remuneration along with the

remuneration payable to other Whole Time Directors and Managing Directors may be in excess to 10% of the net profit of the Company computed in the manner stipulated in section 198 of the Act."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in section 197 of the Act for the respective year;"

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary remuneration as it may deem fit within the aforesaid limit;"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

4. Changed in Terms of Appointment of Shri Aditya Jhunhunwala, (Din: 01686189) Whole Time Director, designated as a Managing Director of the Company: (Special Resolution).

"RESOLVED THAT pursuant to the provisions of the Section 197, 198 read with the Schedule V and other applicable provisions, if any of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, and in furtherance to the special resolution passed in the 46th Annual General Meeting of the company held on 20th day of August, 2019, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members of the Company be and is hereby accorded to increase the remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to Shri Aditya Jhunhunwala, (Din: 01686189), Whole Time Director, designated as Managing Director of the Company, for remaining term of 2 years with effect from 01st April, 2022 to 31st March, 2024 as per the details mentioned in the explanatory statement, and such remuneration along with the remuneration payable to other Whole Time Directors and Managing Directors may be in excess to 10% of the net profit of the Company computed in the manner stipulated in section 198 of the Act."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in section 197 of the Act for the respective year;"

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary remuneration as it may deem fit within the aforesaid limit;"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

5. Changed in Terms of Appointment of Shri Sanjay Jhunjhunwala (Din: 01777954) Whole Time Director, designated as a Joint Managing Director of the Company: (Special Resolution).

"RESOLVED THAT pursuant to the provisions of the Section 197, 198 read with the Schedule V and other applicable provisions, if any of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, and in furtherance to the special resolution passed in the 46th Annual General Meeting of the company held on 20th day of August, 2019, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members of the Company be and is hereby accorded to increase the remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to Shri Sanjay Jhunjhunwala (Din: 01777954), Whole Time Director, designated as a Joint Managing Director of the Company, for remaining term of 2 years with effect from 01st April, 2022 to 31st March, 2024 as per the details mentioned in the explanatory statement, and such remuneration along with the remuneration payable to other Whole Time Directors and Managing Directors may be in excess to 10% of the net profit of the Company computed in the manner stipulated in section 198 of the Act."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in section 197 of the Act for the respective year;"

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary remuneration as it may deem fit within the aforesaid limit;"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

6. Changed in Terms of Appointment of Shri Subhash Chandra Agarwal, (Din -02461954) Whole Time Director, designated as an Executive Director- cum-CEO of the Company: (Special Resolution).

"RESOLVED THAT pursuant to the provisions of the Section 197, 198 read with the Schedule V and other applicable provisions, if any of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 17(6)(e) of the SEBI (Listing

Obligations & Disclosure Requirement) Regulations, 2015, and in furtherance to the special resolution passed in the 46th Annual General Meeting of the company held on 20th day of August, 2019, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members of the Company be and is hereby accorded to increase the remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to Shri Subhash Chandra Agarwal, (Din -02461954), Whole Time Director, designated as an Executive Director-cum-CEO of the Company, for remaining term of 2 years with effect from 01st April, 2022 to 31st March, 2024 as per the details mentioned in the explanatory statement, and such remuneration along with the remuneration payable to other Whole Time Directors and Managing Directors may be in excess to 10% of the net profit of the Company computed in the manner stipulated in section 198 of the Act."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in section 197 of the Act for the respective year;"

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary remuneration as it may deem fit within the aforesaid limit;"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

Place: Lucknow

Date: 24.03.2022

For K.M Sugar Mills Limited



Pooja Dua

Compliance Officer & Company Secretary

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General information about company

Scrip code	532673
NSE Symbol	KMSUGAR
MSEI Symbol	NA
ISIN	INE157H01023
Name of the company	KM SUGAR MILLS LTD
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-03-2022
Start time of the meeting	11:00 AM
End time of the meeting	12:00 PM

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Scrutinizer Details

Name of the Scrutinizer	PRAGATI GUPTA
Firms Name	PRAGATI GUPTA
Qualification	CS
Membership Number	19302
Date of Board Meeting in which appointed	12-02-2022
Date of Issuance of Report to the company	24-03-2022

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Voting results	
Record date	17-03-2022
Total number of shareholders on record date	45561
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	42
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Reclassification of Outgoing Promoters to "Public" Shareholder Category						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		22633181	38.1061	22633181	0	100.0000	0.0000
	Poll	59395147	22898500	38.5528	22898500	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	59395147	45531681	76.6589	45531681	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1625	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1625	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		759676	2.3301	759676	0	100.0000	0.0000
	Poll	32603398	224936	0.6899	224936	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	32603398	984612	3.0200	984612	0	100.0000	0.0000
Total		92000170	46516293	50.5611	46516293	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

For K.M Sugar Mills Ltd.



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Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary Yes						
Whether promoter/promoter group are interested in the agenda/resolution?		Contract(s)/ Arrangement(s)/ Transaction(s) with the M/s Concept Consultings, Related Party						
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	59395147	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	59395147	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1625	0	0.0000	0	0	0	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0	0
	Total	1625	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		759676	2.3301	759676	0	100.0000	0.0000
	Poll	32603398	224936	0.6899	224936	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	32603398	984612	3.0200	984612	0	100.0000	0.0000
Total		92000170	984612	1.0702	984612	0	100.0000	0.0000
		Whether resolution is Pass or Not.						Yes
		Disclosure of notes on resolution						Add Notes

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

For K.M Sugar Mills Ltd.



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Resolution (3)

Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Special No									
Changed in Terms of Appointment of Shri L.K. Jhunjhunwala (Dn: 01854647) as A Whole Time Director Designated as Chairman of the Company									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		22633181	38.1061	22633181	0	100.0000	0.0000	
	Poll	59395147	22898500	38.5528	22898500	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	59395147	45531681	76.6589	45531681	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	1625	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	1625	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		759676	2.3301	759576	100	99.9868	0.0132	
	Poll	32603398	224936	0.6899	224936	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	32603398	984612	3.0200	984512	100	99.9898	0.0102	
Total		92000170	46516293	50.5611	46516193	100	99.9998	0.0002	
Whether resolution is Pass or Not.						Yes			
Disclosure of notes on resolution.						Add Notes			

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

For K.M. Sugar Mills Ltd.

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Resolution (4)

Resolution required: (Ordinary / Special)							Special No	
Whether promoter/promoter group are interested in the agenda/resolution?							Changed in Terms of Appointment of Shri Aditya Jhunjhunwala, (Din: 01686189) Whole Time Director, designated as a Managing Director of the Company	
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		22633181	38.1061	22633181	0	100.0000	0.0000
	Poll	59395147	22898500	38.5528	22898500	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	59395147	45531681	76.6589	45531681	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1625	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1625	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		759676	2.3301	759576	100	99.9868	0.0132
	Poll	32603398	224936	0.6899	224936	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	32603398	984612	3.0200	984512	100	99.9898	0.0102
Total		92000170	46516293	50.5611	46516193	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Note's	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

For M. Sugar Mills Ltd.
 Director
 (Signature)
 Company Secretary

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Resolution (5)

Resolution required: (Ordinary / Special)		Special No Changed in Terms of Appointment of Shri Sanjay Jhunjhunwala (Din: 01777954) Whole Time Director, designated as a Joint Managing Director of the Company						
Whether promoter/promoter group are interested in the agenda/resolution?		Description of resolution considered						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		22633181	38.1061	22633181	0	100.0000	0.0000
	Poll	59395147	22898500	38.5528	22898500	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	59395147	45531681	76.6589	45531681	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1625	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1625	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		759676	2.3301	759576	100	99.9868	0.0132
	Poll	32603398	224936	0.6899	224936	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	32603398	984612	3.0200	984512	100	99.9898	0.0102
Total		92000170	46516293	50.5611	46516193	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

• this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

For K.M Suga Mills Ltd.



Company Secretary

Home

Validate

Resolution (6)

Resolution required: (Ordinary / Special)		Special No					Changed in Terms of Appointment of Shri Subhash Chandra Agarwal, (Din -02461954) Whole Time Director, designated as an Executive Director- cum-CEO of the Company		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		22633181	38.1061	22633181	0	100.0000	0.0000	
	Poll	59395147	22898500	38.5528	22898500	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000		0	0	0	
	Total	59395147	45531681	76.6589	45531681	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	1625	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	1625		0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		759676	2.3301	759576	100	99.9868	0.0132	
	Poll	32603398	224936	0.6899	224936	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	32603398	984612	3.0200	984512	100	99.9898	0.0102	
	Total	92000170	46516293	50.5611	46516193	100	99.9998	0.0002	Yes
Whether resolution is Pass or Not.							Disclosure of notes on resolution		
							Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

For K.M. Sugam Mills Ltd.


 Company Secretary



PRAGATI GUPTA
Practicing Company Secretary

C-17, Vinay Nagar, Krishna Nagar, Lucknow – 226 023
Phone : 9415400617, 9264906595, E-mail:pragatics@gmail.com

REPORT OF SCRUTINIZER

To,
The Chairman
01st 2021-22 Extra Ordinary 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 through Video Conferencing, at the 01st 2021-22 Extra Ordinary General Meeting of Equity Shareholders of your Company held on Thursday, the 24th day of March, 2022 at 11:00 a.m. through Video Conferencing or other audio Visual Means.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,
Yours faithfully,

**PRAGATI
GUPTA**

Digitally signed by PRAGATI GUPTA
DN: cn=PS, postalCode=226023, st=Uttar Pradesh,
serialNumber=7a55a08222090a2494668a5d
4988a21777a2d0e4f0b2a0031a51a
signature=9581202112014514450A
71A2D-c0a20a138a0804812199b2379d0a
6529a02205a0a5a3a0271285a0a
email=PRAGATI@PSMAIL.COM, cn=PRAGATI
GUPTA, telephone=9415400617
Date: 2022.03.24 21:28:06 +05'30'

Pragati Gupta
Practising Company Secretary
ACS – 19302, C.P. - 7878
Date: 24th day of March, 2022
UDIN:- A019302C003101568

SCRUTINIZER'S REPORT

Name of the Company	K M SUGAR MILLS LIMITED
Meeting	01 st 2021-22 Extra Ordinary General Meeting
Date and Time	Thursday, the 24th day of March, 2022 at 11.00 A.M.
Venue/Mode	Video Conferencing or other audio Visual Means

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through Video Conferencing at 01st 2021-22 Extra Ordinary General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as **"the Company"**) held on Thursday, the 24th day of March, 2022 at 11.00 A.M. through Video Conferencing or other audio Visual Means.

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 March 17, 2022) 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 in the following manner:

By email	To 41658 members who have registered their e-mail ids with Depository/the RTA on 25.02.2022
By Physical mode	Not Applicable pursuant to the MCA General Circular No. 14/2020 dated April 08, 2020.

3. Cut Off Date

The Voting rights were reckoned as on the March 17, 2022, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting through Video Conferencing.

4. Remote E-Voting



4.1. Agency

The Company had appointed Link Intime India Private Limited (LI IPL) Limited as the agency for providing e voting platform.

4.2. Remote E voting

Remote e voting was open from Monday, March 21, 2022 at 09:00 hrs. to Wednesday, March 23, 2022 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 Link Intime India Private Limited (LI IPL).

Voting at EGM through Video Conferencing

4.3. 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.

4.4. Accordingly Link Intime India Private Limited (LI IPL), the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.

4.5. 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 for voting in the EGM and RTA provided the same.

5. Counting Process

5.1. On completion of voting at the meeting through Video Conferencing, 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.

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

5.3. I unblocked the remote e voting results on the Link Intime India Private Limited (LI IPL), E-voting platform and downloaded the e voting details.

6. Result

6.1. I observed that

6.1.1. 10 Members had cast their votes through Video Conferencing in the EGM though 52 members joined the meeting through video conferencing.

6.1.2. 21 Members had casted their votes through remote e-voting.

6.2. The result of remote e-voting and votes through Video Conferencing as well as

- 6.3.** Based on the aforesaid result, the **Ordinary resolutions and the special resolution** as contained in item no. 1 to 6 of the notice dated February 12th 2022 have been passed with the **requisite majority**.
- 6.4.** Soft copy of the List of Members, for both voting at EGM through Video Conferencing 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.
- 6.5.** The electronic data 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.

UDIN:- A019302C003101568

Annexure-1

Results of remote E-Voting conducted at the Extra Ordinary General Meeting of
K M SUGAR MILLS LIMITED

1. The result of remote e-voting is as under:

Resolution 1 -Reclassification of Outgoing Promoters to “Public” Shareholder Category (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
21	23392857	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	0.00%

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

Resolution 2 –: Contract(s)/ Arrangement(s)/ Transaction(s) with the M/s Concept Consultings, Related Party (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	759676	100%
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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	0.00%

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

Resolution 3 - Change in Terms of 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 system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
20	23392757	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
1	100	0.00%

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

Resolution 4 - Change in Terms of Appointment of Shri Aditya Jhunjunwala, (Din: 01686189) Whole Time Director, designated as a 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
20	23392757	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
1	100	0.00%

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

Resolution 5 - Change in Terms of Appointment of Shri Sanjay Jhunjunwala (Din: 01777954) Whole Time Director, designated 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
20	23392757	100%

ii. Voted against the resolution:

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	0.00%

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

Resolution 6- Change in Terms of Appointment of Shri Subhash Chandra Agarwal, (Din - 02461954) Whole Time Director, designated as an Executive Director- cum-CEO 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
20	23392757	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
1	100	0.00%

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 at the Extra Ordinary General Meeting through Video Conferencing

1. The result of the poll conducted through ballot at meeting is as under:

Resolution 1 -Reclassification of Outgoing Promoters to “Public” Shareholder Category (Ordinary Resolution):

i. Voted in favour of the resolution:

Number of members present and voting in favour (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
10	23123436	NIL

ii. Voted against the resolution:

Number of members present and voting against (through VC)	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 (through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Resolution 2- Contract(s)/ Arrangement(s)/ Transaction(s) with the M/s Concept Consultings, Related Party (Ordinary Resolution):

i. Voted in favour of the resolution:

Number of members present and voting in favour (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
7	224936	100

ii. Voted against the resolution:

Number of members present and voting against (through VC)	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 through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Resolution 3 - Change in Terms of 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 (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
10	23123436	100

ii. Voted against the resolution:

Number of members present and voting against (through VC)	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 (through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Resolution 4 - Change in Terms of Appointment of Shri Aditya Jhunjhunwala, (Din: 01686189) Whole Time Director, designated as a Managing Director of the Company (Special Resolution):

i. Voted in favour of the resolution:

Number of members present and voting in favour (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
10	23123436	100

ii. Voted against the resolution:

Number of members present and voting against (through VC)	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 (through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Resolution 5 - Change in Terms of Appointment of Shri Sanjay Jhunhunwala (Din: 01777954) Whole Time Director, designated 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 (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
10	23123436	100

ii. Voted against the resolution:

Number of members present and voting against (through VC)	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 (through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Resolution 6 - Change in Terms of Appointment of Shri Subhash Chandra Agarwal, (Din - 02461954) Whole Time Director, designated as an Executive Director- cum-CEO of the Company (Special Resolution):

i. Voted in favour of the resolution:

Number of members present and voting in favour (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
10	23123436	100

ii. Voted against the resolution:

Number of members present and voting against (through VC)	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 (through VC) 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 at the Extra Ordinary General Meeting of K M SUGAR MILLS LIMITED through Video Conferencing

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	AGM through VC	TOTAL	
Item No. 1: Reclassification of Outgoing Promoters to “Public” Shareholder Category (Ordinary Resolution):				
Assent	23392857	23123436	46516293	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	23392857	23123436	46516293	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 2: Contract(s)/ Arrangement(s)/ Transaction(s) with the M/s Concept Consultings, Related Party (Ordinary Resolution):				
Assent	759676	224936	984612	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL

Total	759676	224936	984612	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 3: Change in Terms of Appointment of Shri L.K. Jhunjhunwala (Din: 01854647) as A Whole Time Director Designated as Chairman of the Company (Special Resolution):				
Assent	23392757	23123436	46516193	100%
Dissent	100	NIL	100	NIL
Invalid	NIL	NIL	NIL	NIL
Total	23392857	23123436	46516293	100%
Outcome	Passed as an Special Resolution			
Item No. 4: Change in Terms of Appointment of Shri Aditya Jhunjhunwala, (Din: 01686189) Whole Time Director, designated as a Managing Director of the Company (Special Resolution):				
Assent	23392757	23123436	46516193	100%
Dissent	100	NIL	100	NIL
Invalid	NIL	NIL	NIL	NIL
Total	23392857	23123436	46516293	100%
Outcome	Passed as an Special Resolution			
Item No. 5: Change in Terms of Appointment of Shri Sanjay Jhunjhunwala (Din: 01777954) Whole Time Director, designated as a Joint Managing Director of the Company (Special Resolution):				
Assent	23392757	23123436	46516193	100%
Dissent	100	NIL	100	NIL
Invalid	NIL	NIL	NIL	NIL
Total	23392857	23123436	46516293	100%

Outcome	Passed as an Special Resolution			
Item No. 6: Change in Terms of Appointment of Shri Subhash Chandra Agarwal, (Din -02461954) Whole Time Director, designated as an Executive Director- cum-CEO of the Company (Special Resolution):				
Assent	23392757	23123436	46516193	100%
Dissent	100	NIL	100	NIL
Invalid	NIL	NIL	NIL	NIL
Total	23392857	23123436	46516293	100%
Outcome	Passed as an Special Resolution			

PRAGATI GUPTA
Digitally signed by PRAGATI GUPTA
DN: c=IN, postalCode=226023, st=Uttar Pradesh, i=LUCKNOW, o=Personal, serialNumber=7c55ca0812799b9ea2f94666e, f5ef494bb12707a82ae7ef8b2c6633c33ce, ipusidnym=958120211120145144504, 2.5.4.20=ead09d338c4d803432199b237b6eac0528be20b5a86ea52c0212685eda, email=PRAGATI@PSMAIL.COM, cn=PRAGATI GUPTA, title=9581
Date: 2022.03.24 21:39:07 +05'30'

Pragati Gupta
Practising Company Secretary
ACS – 19302, C.P. - 7878
Date: 24th March, 2022
UDIN:- A019302C003101568

Lakshmi Kant Jhunjunwal
Digitally signed by Lakshmi Kant Jhunjunwal
DN: c=IN, o=Personal, 2.5.4.20=070021825049e69ca105f6d7d215e030a33450918e313211602a9c1f6a6a95, ce, postalCode=224201, st=Uttar Pradesh, serialNumber=135706a155ef3fca80990c9b38b5a48a8bd19e059570de28ee2574064a39104e, cn=Lakshmi Kant Jhunjunwal
Date: 2022.03.24 21:45:46 +05'30'

Chairman of the Meeting