



# 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

Date: 29.06.2021

National Stock Exchange Of India Limited. Exchange Plaza,C-1,Block-G, Bandra Kurla Complex ,Bandra (E), Mumbai-400051 Phone No.022-26598100	Bombay Stock Exchange Limited, 27 <sup>th</sup> Floor, Phiroze Jejeebhoy Tower, Dalal Street ,Fort ,Mumbai-400001 Phone No.022-22728527 Bandra (E),Mumbai-400051
Scrip Code: INE157H01023	Scrip Code:532673

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021**

Please find enclosed herewith the Annual Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) as issued by Pragati Gupta, Practising Company Secretaries for the year ended 31st March, 2021.

This is for your information and record.

Yours Faithfully,  
For K.M Sugar Mills Limited

Pooja Dua  
(Company Secretary)



**P R A G A T I G U P T A**  
**Practicing Company Secretary**

**B-12 Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow - 226 001**  
**Phone : 0522 - 4024033, Mobile : 9415400617**  
**E-mail:pragatics@gmail.com**

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**Secretarial Compliance Report of K M Sugar Mills Limited**  
**for the financial year ended at 31<sup>st</sup> March, 2021**

**[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

**K M Sugar Mills Limited,**  
**(CIN - L15421UP1971PLC003492)**  
**11, Moti Bhawan, Collectorganj, Kanpur – 208 001**

I,Pragati Gupta, Company Secretary, have examined:

- a) all the documents and records made available to us and explanation provided by **K M Sugar Mills Limited**("the listed entity");
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended at 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **(Not applicable to the Company during the review period);**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not applicable to the Company during the review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,



2014 - **(Not applicable to the Company during the review period);**

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **(Not applicable to the Company during the review period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **(Not applicable to the Company during the review period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies and dealing with client **(Not applicable to the Company during the review period);**
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxation granted by Ministry of Corporate Affairs of India and Securities and Exchange Board of India due to Covid-19 pandemic, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of the matter specified below.

Sr. No.	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clauses)	Deviations	Observation Details
1	Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015: At least half of the board of directors shall comprise of Non Executive directors	Delay in appointment of Independent Director by 47 days during the quarter ended at December 2020 & March 2021	Delay of 47 days in filling the vacancy of Independent Director
2	Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015: At least half of the board of directors shall comprise of independent directors	Delay in appointment of Independent Director by 47 days during the quarter ended at December 2020 & March 2021	Delay of 47 days in filling the vacancy of Independent Director

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violations	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	NSE Ltd, BSE Ltd.	Non- Compliance under Regulation 17(1) of SEBI (LODR) Regulations, 2015, pertaining to Board Composition (For Quarter ending December, 2020)	Fine of Rs. 80,000/ was levied vide letter dated February 15, 2021. The Company submitted its reply vide letter dated February 18, 2021. The non-compliance was due to sudden demise of its Independent Director Mr. H.P. Singhanian. The Company requested the Stock Exchange for the waiver of the fine of Rs. 80,000/- (excluding GST). However, the company paid the fine imposed by NSE & BSE on March 02, 2021 and March 03, 2021 of Rs.80,000/- each under protest.	Delay for 16 days in filling the vacancy of Independent Director
2	NSE Ltd., BSE Ltd.	Non- Compliance under Regulation 17(1) of SEBI (LODR) Regulations, 2015, pertaining to Board Composition (For Quarter ending March, 2021)	Fine of Rs. 1,55,000/ was levied by NSE & BSE each vide letter dated May 17, 2021. The Company vide its letter dated May 29, 2021 informed the exchanges regarding payment of the fine under protest, further the Company also requested the Stock Exchange for the waiver of the fine imposed as the non-	Delay for 31 days in filling the vacancy of Independent Director



			compliance was due to sudden demise of its Independent Director Mr. H.P. Singhania.	
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d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of PCS in the Previous Report	Observation made in the Secretarial Compliance Report for the year ended 31 <sup>st</sup> march, 2020	Action taken by the listed Entity, if any	Comments of the practicing Company Secretary on the action taken by the listed Entity
Not applicable as no observations				

e) No appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred and accordingly no compliance under circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 was required to be made by the Company.

**GUPTA PRAGATI**  
Digitally signed by GUPTA PRAGATI  
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Date: 2021.06.29 19:03:37 +05'30'

**Pragati Gupta**  
**Practising Company Secretary**  
Membership No. : A19302  
C.P. No. 7878  
UDIN - A019302C000541021  
Date: June 29, 2021  
Place: Lucknow

To,

K M Sugar Mills Limited,  
11, Moti Bhawan, Collectorganj, Kanpur – 208 001

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**GUPTA**  
**PRAGATI**

Digitally signed by GUPTA PRAGATI  
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PRAGATI  
Date: 2021.06.29 19:04:00 +05'30'

**Pragati Gupta**  
**Practising Company Secretary**

Membership No. :A19302

C.P. No. 7878

UDIN - A019302C000541021

Date: June29, 2021

Place: Lucknow