



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: 28.05.2022

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 th Floor, Phiroze Jeebhoy Tower, Dalal Street ,Fort ,Mumbai-400001 Phone No.022-22728527 Bandra (E),Mumbai-400051
Scrip Code: INE157h01023	Scrip Code:532673

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed the Annual secretarial compliance report for the year ended March 31, 2022.

This is for your information and records.

Thanking you.

Yours Faithfully,
For K.M Sugar Mills Limited

Pooja Dua

Company Secretary-cum-Compliance Officer



Secretarial Compliance Report of K M Sugar Mills Limited
for the financial year ended at 31st March, 2022
[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 31st March, 2022 (“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
- 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) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, Regulations 2021 [w.e.f.13.08.2021] - **(Not applicable to the Company during the review period);**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities)

- Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 [w.e.f 09.08.2021] - **(Not applicable to the Company during the review period);**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [w.e.f. 10.06.2021] - **Not applicable as the Company has not made any delisting during the year under report;**
- 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 as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
- 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 there under.
- 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) No actions was 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.
- 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 st	Action taken by the listed Entity, if any	Comments of the practicing Company Secretary on the action taken by the



		March, 2021		listed Entity
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 filling the vacancy of Independent Director	The Company has already filled the vacancy	As per details in previous column
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 filling the vacancy of Independent Director	The Company has already filled the vacancy	As per details in previous column

- e) During the year under review 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.

PRAGATI
I GUPTA

Digitally signed by PRAGATI GUPTA
DN: c=IN, postalCode=226023, st=Uttar
Pradesh, I=LUCKNOW, o=Personal,
serialNumber=7ce55ca0802f09f0ea2e94666e
f5e49484be12707aa802ee7e8b266653c53ce,
pseudonym=#58120211120145144504,
2.5.4.20=#a4d09d338c6b803d43210996237b
6acaf528e0208c5a86ea52a20217685eda,
email=PRAGATICS@GMAIL.COM, cn=PRAGATI
GUPTA, title=#581
Date: 2022.05.28 21:22:25 +05'30'

Pragati Gupta
Practising Company Secretary
Membership No. : A19302
C.P. No. 7878
UDIN - A019302D000420362
Date: May 28, 2022
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.

PRAGATI GUPTA
Digitally signed by PRAGATI GUPTA
DN: c=IN, postalCode=226023, st=Uttar
Pradesh, I=LUCKNOW, o=Personal,
serialNumber=7cc55a080220919ea2e0466
6e5ef494fbb12707aa82ee7e8b2c663c63c
e, pseudonym=958120211120145144504,
2.5.4.20=e2a0948338e6b826a43221919b237
bfac66329a02055a96ee5c02117669eda,
email=PRAGATIGS@GMAIL.COM,
cn=PRAGATI GUPTA, title=9581
Date: 2022.05.28 21:23:09 +05'30'

Pragati Gupta
Practising Company Secretary

Membership No. :A19302
C.P. No. 7878
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