



K.M. Sugar Mills Ltd.

Factory & Works: PO 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, Phiroze Jejeebhoy 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,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051
Phone no. 022-26598100

Date: 25th September, 2023

**Sub.: Outcome and Proceedings of 50th Annual General Meeting of the Company
held on 25-09-2023**

Dear Sir,

We write you that the 50th Annual General Meeting of the Company was held on September 25, 2023 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 50th Annual 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 scrutinizers report and voting results.

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

Digitally signed
by Pooja Dua
Date: 2023.09.25
18:52:58 +05'30'

(Pooja Dua)

Compliance Officer & Company Secretary

Encl.: as above

Outcome and Proceedings of 50th Annual General Meeting of
M/s. K.M. Sugar Mills Limited

The 50th Annual General Meeting (AGM) of the members of K M Sugar Mills Limited (the Company) was held on Monday, September 25, 2023 at 11.00 AM (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.

Ms. Pooja Dua Company Secretary & Compliance Officer, welcomed the Members attending the AGM and informed that the said AGM was being conducted through VC as per the applicable Circulars issued by MCA and SEBI in this regard. Pooja Dua also briefed the Members about the aspects pertaining to participation at the Meeting through VC/OA VM. She also informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM (the "Notice"), have been made available electronically for inspection by the Members during the AGM. She stated that the Members can send their inspection request to the designated e-mail id (cs@kmsugar.in) and can also send their queries during the AGM in the said mail id.

Shri L.K Jhunjhunwala, 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 S. C Agarwala, Executive Director of the company to take forward the proceedings of the meeting.

Shri S. C Agarwal, on being informed by Ms. Pooja Dua that requisite quorum was present, called the meeting to order. Shri S. C Agarwal, then welcomed the members present in the meeting. He then addressed the members and briefed them about the company's performance in the FY 2022-23. He then took the formal proceedings of the meeting. With the concurrence of the members, the Notice of the 50th Annual General Meeting together was taken as read.

Shri S. C Agarwal informed that the Auditor's report on the financial statements of the Company and the Secretarial Audit report for the year ended on March 31, 2022 did not have any qualifications, observations or comments which have any adverse effect on the functioning of the Company. Thereafter the Auditors report and Directors' Report were taken as read on the concurrence of the members present.

Ms. Pooja Dua, Company Secretary & Compliance Officer then informed the members that the Company has arranged for remote e-voting facility to the members entitled to cast their vote on the AGM agenda items from September 22, 2022 to September 24, 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, she informed the members that the company has received request from the 6 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 50th Annual General Meeting (AGM)

Mr. Sudipta Chakraborty (Folio No.: IN30210510045057), Ms. Indrani Chakraborty (Folio No.: 1201330000984790), Mr. Shripal Mohnot (Folio No.: IN30070810012312) and Mr. S P Mittal (Folio No.: 1201320000272600) registered as the speaker member to ask question and express view in the meeting and accordingly they asked various questions on the working, current affairs of the Sugar Industry, future prospectus of Sugar Industry, Sugar Prices, operations, energy and finance of the Company. Shri Aditya Jhunjunwala answered his questions to member's satisfaction.

Thereafter, the Ms. Pooja Dua 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 50th Annual General Meeting. He informed that voting results will be announced latest by Wednesday, September 27, 2023. 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 AGM on below resolutions as set out in the notice of 50th Annual 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 as set out in item no. 1 to 8 in the Notice of 50th Annual General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 50th Annual General Meeting.

ORDINARY BUSINESS:-

1. Adoption of the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors (Ordinary Resolution):-

“RESOLVED THAT the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors thereon laid before the 50th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this 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 (Special Resolution):-

“RESOLVED THAT, Shri L.K Jhunjunwala (DIN-01854647) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 49th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things as may be required including to delegate and to settle any question, difficulty or doubt, that may arise and to sign and execute all documents or writings

as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

3. Appointment of a director in place of Shri Aditya Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):-

“RESOLVED THAT, Shri Aditya Jhunjunwala (DIN- 01686189) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 49th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things as may be required including to delegate and to settle any question, difficulty or doubt, that may arise and to sign and execute all documents or writings as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS: -

4. Approved the remuneration of Cost Auditor appointed for the financial year 2023-24 (Ordinary Resolution):-

“RESOLVED THAT, in accordance with the Provisions of section 148 and other applicable provisions if any of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. Aman Malviya & Associates, Cost Accountants, Lucknow, appointed as the Cost Auditor to conduct audit of Cost records maintained by the Company, at the remuneration approved by the Board of Directors on the recommendation on the Audit Committee plus goods and services tax, as applicable, and reimbursement of out-of-pocket expenses incurred for the financial year 2023-24 be and is hereby ratified.”

5. Re-appointed Shri L.K. Jhunjunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution):-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197, 198, 203, 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 the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for the re-appointment of Shri L.K. Jhunjunwala (DIN: 01854647), who has attained the age of 81 years, as a Whole Time Director, designated as a Chairman of the Company for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the

Board of Directors ("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri L.K. Jhunjhunwala time to time."

" FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized 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. Re-appointed Shri Aditya Jhunjhunwala, (DIN: 01686189) as a Whole Time Director designated as Managing Director of the Company (Special Resolution):-

"RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the re-appointment of Shri Aditya Jhunjhunwala, (DIN: 01686189) as a Managing Director of the Company, for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors("The Board ") to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Aditya Jhunjhunwala time to time."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

“RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized 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.”

7. Re-appointed Shri Sanjay Jhunhunwala (DIN: 01777954) as a Whole Time Director designated as a Joint Managing Director of the Company (Special Resolution):-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the re-appointment of Shri Sanjay Jhunhunwala, (DIN: 01777954) as a Joint Managing Director of the Company, for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors(“The Board ”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act,2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Sanjay Jhunhunwala time to time.”

“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized 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.”

8. Re-appointed Shri Subhash Chandra Agarwal, (DIN -02461954) as a Whole Time Director designated as as Executive Director of the Company (Special Resolution):-

“RESOLVED THAT pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Shareholders be and is hereby accorded for the appointment of Shri Subhash Chandra Agarwal, (DIN: 02461954) as a Whole time Director designated as an Executive Director cum CEO, for a period of 3 years effective from April 01, 2024 at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors (“The Board ”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013

and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Subhash Chandra Agarwal time to time.

“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration, (i) notwithstanding loss or inadequacy of profit in the respective financial year during the tenure of his office; or (ii) even if the above payment or aggregate managerial remuneration of Managing Director/ Whole Time Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197 (1) of the Companies Act, 2013 or the first/second proviso thereof; (iii) or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER that the Board of Directors of the Company be and hereby authorized 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.”

For K.M Sugar Mills Limited

Pooja
Dua

Digitally signed
by Pooja Dua
Date: 2023.09.25
18:53:16 +05'30'

Pooja Dua

Company Secretary-cum- Compliance officer

Place: Lucknow

Date: 25.09.2023

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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 | AGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 25-09-2023 |
| 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 | 05-08-2023 |
| Date of Issuance of Report to the company | 25-09-2023 |

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| Voting results | |
|--|---------------------------|
| Record date | 18-09-2023 |
| Total number of shareholders on record date | 45832 |
| 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 | 17 |
| b) Public | 40 |
| No. of resolution passed in the meeting | 8 |
| Disclosure of notes on voting results | Add Notes |

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| Resolution (1) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? | | | | Ordinary No Adoption of the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors | | | | |
| 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 | 51991499 | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 39527095 | 4641356 | 11.7422 | 4641191 | 165 | 99.9964 | 0.0036 |
| | Poll | | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712414 | 165 | 99.9981 | 0.0019 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703893 | 165 | 99.9997 | 0.0003 |
| 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 | |

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| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of a director in place of Shri L.K Jhunhunwala, who retires by rotation and being eligible, offers himself for re-appointment | | | | |
| 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 | | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | 51991499 | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4641356 | 11.7422 | 4641091 | 265 | 99.9943 | 0.0057 |
| | Poll | 39527095 | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712314 | 265 | 99.9970 | 0.0030 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703793 | 265 | 99.9996 | 0.0004 |
| 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 | |

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| Resolution (3) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Ordinary No Appointment of a director in place of Shri Aditya Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment | | | | |
| 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 | 51991499 | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 39527095 | 4641356 | 11.7422 | 4641091 | 265 | 99.9943 | 0.0057 |
| | Poll | | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712314 | 265 | 99.9970 | 0.0030 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703793 | 265 | 99.9996 | 0.0004 |
| 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) | | | | Ordinary | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approved the remuneration of Cost Auditor appointed for the financial year 2023-24 | | | | |
| 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 | | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | 51991499 | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4641356 | 11.7422 | 4641191 | 165 | 99.9964 | 0.0036 |
| | Poll | 39527095 | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712414 | 165 | 99.9981 | 0.0019 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703893 | 165 | 99.9997 | 0.0003 |
| 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 Insitutions | |
| Public - Non Insitutions | |

For K.M. Sugar Mills Ltd.

Company Secretary

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| Resolution (5) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointed Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman 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 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | 51991499 | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4641356 | 11.7422 | 4641091 | 265 | 99.9943 | 0.0057 |
| | Poll | 39527095 | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712314 | 265 | 99.9970 | 0.0030 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703793 | 265 | 99.9996 | 0.0004 |
| 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.


 Company Secretary

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Validate

| Resolution (6) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointed Shri Aditya Jhunjhunwala, (DIN: 01686189) as a Whole Time Director designated as Managing Director 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 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | 51991499 | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4641356 | 11.7422 | 4641091 | 265 | 99.9943 | 0.0057 |
| | Poll | 39527095 | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712314 | 265 | 99.9970 | 0.0030 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703793 | 265 | 99.9996 | 0.0004 |
| 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 Insitutions | |
| Public - Non Insitutions | |

For K.M. Sugar Mills Ltd.


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| Resolution (7) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Special No Re-appointed Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Whole Time Director designated as a Joint Managing Director 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 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | 51991499 | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4641356 | 11.7422 | 4641091 | 265 | 99.9943 | 0.0057 |
| | Poll | 39527095 | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712314 | 265 | 99.9970 | 0.0030 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703793 | 265 | 99.9996 | 0.0004 |
| 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 Insitutions | |
| Public - Non Insitutions | |

For K.M. Sugar Mills Ltd.

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Resolution (8)

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Re-appointed Shri Subhash Chandra Agarwal, (DIN -02461954) as a Whole Time Director designated as as Executive Director 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 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 36995295 | 71.1564 | 36995295 | 0 | 100.0000 | 0.0000 |
| | Poll | 51991499 | 14996184 | 28.8435 | 14996184 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51991499 | 51991479 | 100.0000 | 51991479 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 481576 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 481576 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 4641356 | 11.7422 | 4641091 | 265 | 99.9943 | 0.0057 |
| | Poll | 39527095 | 4071223 | 10.2998 | 4071223 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 39527095 | 8712579 | 22.0420 | 8712314 | 265 | 99.9970 | 0.0030 |
| Total | | 92000170 | 60704058 | 65.9825 | 60703793 | 265 | 99.9996 | 0.0004 |
| 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.


 Company Secretary



REPORT OF SCRUTINIZER

To,
The Chairman 50th 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 through Video Conferencing, at the 50th Annual General Meeting of your Company held on Monday, the 25th day of September, 2023 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: c=IN, postalCode=226023, st=Uttar
Pradesh, o=LLC/KNOW, ou=Personal,
serialNumber=7c255ca8022f090dea2f94666e,
email=pragati@12701aad2ee@fb26553c36n,
pseudoym=95812021120145144504,
2.5.4.20=c2ad9ad338e8803d432219f9b237b,
6aca6529be020ba86e52c02f12685eda,
email=PRAGATICS@GMAIL.COM, cn=PRAGATI
GUPTA, title=9581
Date: 2023.09.25 18:26:28 +05'30'

Pragati Gupta
Practising Company Secretary
ACS – 19302, C.P. - 7878
Date: 25th day of September, 2023
UDIN:- **A019302E001075161**

SCRUTINIZER'S REPORT

| | |
|---------------------|---|
| Name of the Company | K M SUGAR MILLS LIMITED |
| Meeting | 50 th Annual General Meeting |
| Date and Time | Monday, the 25 th day of September, 2023 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 50th Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as **"the Company"**) held on Monday, the 25th day of September, 2023 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 August 18, 2023) 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 & 50th annual Report in the following manner:

| | |
|------------------|---|
| By email | To 45326 members who have registered their e-mail ids with Depository/the RTA on 18.08.2023 |
| 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 September 18, 2023, 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 Friday, September 22, 2023 at 09:00 hrs. to Sunday, September 24, 2023 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).

5. Voting at AGM through Video Conferencing

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 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.

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 for voting in the AGM and RTA provided the same.

6. Counting Process

6.1. 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.

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

6.3. 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.

7. Result

7.1. I observed that

- 7.1.1. 57 Member joined this meeting and 10 Members had cast their votes through Video Conferencing platform provided for the AGM.
- 7.1.2. 38 Members had casted their votes through remote e-voting.
- 7.2. The result of remote e-voting and votes through Video Conferencing as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 50th AGM dated August, 05 2023 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 8 of the notice dated August, 05 2023 have been passed with the **requisite majority**.
- 7.4. Soft copy of the List of Members, for both voting at AGM 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.
- 7.5. 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.

PRAGATI
GUPTA

Digitally signed by PRAGATI GUPTA
DN: c=IN, postalCode=226023, st=Uttar Pradesh,
l=LUCKNOW, o=Personal,
serialNumber=7ce55ca08022f098ea2e9466def5ef494fb
b12707aa82ee7ef8b2c6653c63ce,
pseudonym=958120211120145144504,
2.5.4.20=e2ad09d338c8d803d432219f9b237b6aca6529
be020b5a86eas2c0212685eda,
email=PRAGATICS@GMAIL.COM, cn=PRAGATI GUPTA,
title=9581
Date: 2023.09.25 18:27:03 +05'30'

Pragati Gupta
Practising Company Secretary
ACS – 19302, C.P. - 7878
Date: 25th day of September, 2023
UDIN:- A019302E001075161

Annexure-1

**Results of remote E-Voting conducted at the 50th Annual General Meeting of
K M SUGAR MILLS LIMITED**

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

a) Resolution 01 - Adoption of the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, 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 |
|---|--|---|
| 37 | 41636486 | 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 | 165 | 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 |

b) Resolution 02 –: To appoint a director in place of Shri L.K Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment. (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 |
|---|--|---|
| 36 | 41636386 | 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 |
|---|---|---|
| 2 | 265 | 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 |

c) Resolution 03 - Appointment of a director in place of Shri Aditya Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

i. Voted in favour of the resolution:

| Number of members who voted in favour through remote - electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|---|--|---|
| 36 | 41636386 | 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 |
|---|---|---|
| 2 | 265 | 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 |

d) Resolution 04 – Approved the remuneration of Cost Auditor appointed for the financial year 2023-24 (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 |
|---|--|---|
| 37 | 41636486 | 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 | 165 | 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 |

e) Resolution 05 – Re-appointed 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 |
|---|--|---|
| 36 | 41636386 | 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 |
|---|---|---|
| 2 | 265 | 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 |

f) Resolution 06 – Re-appointed Shri Aditya Jhunjhunwala, (DIN: 01686189) as a Whole Time Director designated 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 |
|---|--|---|
| 36 | 41636386 | 100% |

ii. Voted against the resolution:

| Number of members | Number of votes | % of total number of |
|-------------------|-----------------|----------------------|
|-------------------|-----------------|----------------------|

| | | |
|---|-------------------------------|--------------------------------------|
| who voted against through remote - electronic voting system | casted against the resolution | valid votes casted on the resolution |
| 2 | 265 | 0.00% |

ii. 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 07 – Re-appointed Shri Sanjay Jhunjhunwala (DIN: 01777954) as a Whole Time Director designated as 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 |
| 36 | 41636386 | 100% |

i. 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 | 265 | 0.00% |

ii. 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 08 – Re-appointed Shri Subhash Chandra Agarwal, (DIN -02461954) as a Whole Time Director designated as Executive 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 |
|---|--|---|
| 36 | 41636386 | 100% |

i. 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 | 265 | 0.00% |

ii. 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 |

Results of Voting at the 50th Annual General Meeting through platform provided for Video Conferencing for AGM

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

a) Resolution 1 - Adoption of the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, 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 (through VC) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| 10 | 19067407 | 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 |

b) Resolution 2 - To appoint a director in place of Shri L.K Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment. (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 | 19067407 | 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 |

c) Resolution 3- Appointment of a director in place of 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 (through VC) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| 10 | 19067407 | 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 |

d) Resolution 04- Approved the remuneration of Cost Auditor appointed for the financial year 2023-24 (Ordinary Resolution)

i. **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 | 19067407 | 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 |

e) Resolution 05 – Re-appointed 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 (through VC) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
| 10 | 19067407 | 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 |

f) Resolution 06 – Re-appointed Shri Aditya Jhunjunwala, (DIN: 01686189) as a Whole Time Director designated as 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 | 19067407 | 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 |

g) Resolution 07 – Re-appointed Shri Sanjay Jhunhunwala (DIN: 01777954) as a Whole Time Director designated as 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 | 19067407 | 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 |

g) Resolution 08 – Re-appointed Shri Subhash Chandra Agarwal, (DIN: 02461954) as a Whole Time Director designated as Executive 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 | 19067407 | 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 |

Consolidated Results of remote E-Voting & Voting conducted at the 50th Annual 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: Adoption of the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, and the Reports of the Board of Directors and the Auditors thereon.(Ordinary Resolution): | | | | |
| Assent | 41636486 | 19067407 | 60703893 | 99.9997% |
| Dissent | 165 | 0 | 165 | 0.0003% |
| Invalid | 0 | 0 | 0 | 0.0% |
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as an Ordinary Resolution | | | |
| Item No. 2: To appoint a director in place of Shri L.K Jhunhunwala, who retires by rotation and being eligible, offers himself for re-appointment. (Special Resolution) | | | | |
| Assent | 41636386 | 19067407 | 60703793 | 99.9996% |
| Dissent | 265 | 0 | 265 | 0.0004% |
| Invalid | 0 | 0 | 0 | 0.00% |
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as an Special Resolution | | | |
| Item No. 3: Appointment of a director in place of Shri Aditya Jhunhunwala, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution) | | | | |
| Assent | 41636386 | 19067407 | 60703793 | 99.9996% |
| Dissent | 265 | 0 | 265 | 0.0004% |

| | | | | |
|---|----------------------------------|----------|----------|----------|
| Invalid | 0 | 0 | 0 | 0.00% |
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as an Ordinary Resolution | | | |
| Item No. 4: Approved the remuneration of Cost Auditor appointed for the financial year 2023-24 (Ordinary Resolution) | | | | |
| Assent | 41636486 | 19067407 | 60703893 | 99.9997% |
| Dissent | 165 | 0 | 165 | 0.0003% |
| Invalid | 0 | 0 | 0 | 0.0% |
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as an ordinary Resolution | | | |
| Item No.5 : Re-appointed Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution) | | | | |
| Assent | 41636386 | 19067407 | 60703793 | 99.9996% |
| Dissent | 265 | 0 | 265 | 0.0004% |
| Invalid | 0 | 0 | 0 | 0.00% |
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as an Special Resolution | | | |
| Item No.6 : Re-appointed Shri Aditya Jhunjhunwala, (DIN: 01686189) as a Whole Time Director designated as Managing Director of the Company (Special Resolution) | | | | |
| Assent | 41636386 | 19067407 | 60703793 | 99.9996% |
| Dissent | 265 | 0 | 265 | 0.0004% |
| Invalid | 0 | 0 | 0 | 0.00% |

| | | | | |
|--|------------------------------|----------|----------|----------|
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as Special Resolution | | | |
| Item No.7 : Re-appointed Shri Sanjay Jhunjunwala (DIN: 01777954) as a Whole Time Director designated as Joint Managing Director of the Company (Special Resolution) | | | | |
| Assent | 41636386 | 19067407 | 60703793 | 99.9996% |
| Dissent | 265 | 0 | 265 | 0.0004% |
| Invalid | 0 | 0 | 0 | 0.00% |
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as Special Resolution | | | |
| Item No.8 : Re-appointed Shri Subhash Chandra Agarwal, (DIN -02461954) as a Whole Time Director designated as Executive Director of the Company (Special Resolution) | | | | |
| Assent | 41636386 | 19067407 | 60703793 | 99.9996% |
| Dissent | 265 | 0 | 265 | 0.0004% |
| Invalid | 0 | 0 | 0 | 0.00% |
| Total | 41636651 | 19067407 | 60704058 | 100.00% |
| Outcome | Passed as Special Resolution | | | |

**PRAGATI
GUPTA**

Digitally signed by PRAGATI GUPTA
DN: c=IN, postalCode=226023, st=Uttar Pradesh,
l=LUCKNOW, o=Personal,
serialNumber=70e55ca08022090ea2e94660ef5e494f
bb12707aa82ee7e8ba2c0653c55ce,
pseudonym=958120211120145144504,
2.5.4.20=c2ad09d338d803d432219f9b237b6acaf52
9be02065a80ea52c02f12685eda,
email=PRAGATIGUPTA@GMAIL.COM, cn=PRAGATI GUPTA,
title=9581
Date: 2023.09.25 18:27:32 +0530

Pragati Gupta

Practising Company Secretary

ACS – 19302, C.P. - 7878

Date: 25th day of September, 2023

UDIN:- A019302E001075161