



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
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 September 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 though remote e voting.

5.3. The Company has authorized M/s Link Intime India Private Limited (**RTA**), Registrar and Transfer Agent of the Company to provide necessary support for remote e-voting as well as 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
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 Jhunjunwala, 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 Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
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. Jhunjunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
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 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 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	Number of votes	% of total number of
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who voted against through remote - electronic voting system	casted against the resolution	valid votes casted on the resolution
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 Jhunjunwala (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 Jhunjunwala, 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. **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. 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 Jhunjunwala (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. **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 Jhunjunwala, 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 Jhunjunwala, 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 Jhunjhunwala (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
Practising Company Secretary
ACS – 19302, C.P. - 7878

Date: 25th day of September, 2023

UDIN:- A019302E001075161