

# K. M. Sugar Mills Ltd.

Corporate Office and Works: Motinagar, Faizabad-224 201
Phone: 05278-254059/254173 Fax: 05278-254031
E-mail: director@kmsugar.com/admin@kmsugar.com



CIN No. : L15421UP1971PLC003492, Mail id:-kmsugar@gmail.com Phone -Regd. Office :0512-2310762, Branch Office: 0522-4079561

Date: 19.09.2015

The Department of Corporate Services, Bombay Stock Exchange Limited, 27<sup>th</sup> Floor, Phiroze Jejeebhoy Towers, Dalal Street, Fort, Mumbai -400001 Phone no. 022- 22728527 Dear Sir,

Ref: Clause 31 (a) & 31(d) of the Listing Agreement
Sub: Outcome of the Annual General Meeting held on 19<sup>th</sup> September,2015
of M/s. K. M. Sugar Mills Limited

In pursuance to the provisions of the Clause 31 of the Listing Agreement, we intimate you that 42<sup>nd</sup> Annual General Meeting of the Company was held on Saturday, the 19<sup>th</sup> day of September,2015 at its registered office at 11-Moti Bhawan, Collector Ganj, Kanpur-208001 at 11.00 a.m. as per the notice dated 11<sup>th</sup> August,2015 circulated to the members of the Company. We further intimate you that all the resolutions as contained in the notice, have been passed with requisite majority (through remote e-voting and poll at AGM.

As required u/clause 35-A of the Listing Agreement, we annex herewith the details of voting results of the Annual General Meeting in the prescribed format and also annex herewith the report of the Scrutinizer.

We are also placing the above documents on the website of the Company and the same are also being sent to CDSL.

We also intimate you that we have already sent you six sets of Annual Report -2015 alongwith Form- A for your record. Please take the above on the record.

Thanking You,

For K M Sugar Mills Limited

( Rajeev Kumar) Company Secretary

Encl: as above

Regd. Office: 11, Moti Bhawan, Collectorganj, Kanpur-1, Phone: 2310762

Branch Office: 76, Eldeco Greens, Gomtinagar, Lucknow-226 010 Phone: 0522-2300125, Fax: 2308772

## K

## AMIT GUPTA & ASSOCIATES

**Practicing Company Secretaries** 

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001 Phone: 0522 – 4024033, Mobile: 94150 05108

E-mail:amitguptacs@gmail.com

### REPORT OF SCRUTINIZER

To,
The Chairman 42<sup>nd</sup> 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, at the  $42^{nd}$  Annual General Meeting of your Company held on Saturday, September  $19^{th}$  at 11.00 A.M. at 11 MOTI BHAWAN COLLECTOR GANJ, KANPUR - 208001, Uttar Pradesh

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

Thanking you,
Yours faithfully,

The state of the state o

Date: September, 19th 2015

high



### **SCRUTINIZER'S REPORT**

Name of the Company	K M SUGAR MILLS LIMITED	
Meeting	42 <sup>nd</sup> Annual General Meeting	
Date and Time	Saturday, September, 19th 2015 at 11.00 A.M.	
Venue	11 MOTI BHAWAN COLLECTOR GANJ, KANPUR-208001, Uttar Pradesh	

#### 1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 42<sup>nd</sup> Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as "the Company") held on Saturday, September, 19th 2015 at 11.00 A.M. at 11 MOTI BHAWAN COLLECTOR GANJ, KANPUR-208001, and Uttar Pradesh.

### 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 14, 2015) 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 & 42<sup>nd</sup> annual Report in the following manner:

By email	To 4985 members who have registere their e-mail ids with Depository/the R on 11.08.2015	
By permitted mode	To 4957 members in physical form on 11.08.2015	

#### 3. Cut Off Date

The Voting rights were reckoned as on the September 12, 2015, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

#### 4. Remote E-Voting

Me



### 4.1. Agency

The Company had appointed Central Depositories Services (India) Limited as the agency for providing e voting platform.

### 4.2. Remote E voting

Remote e voting was open from Tuesday, September 15 2015 at 9:00 hrs. to Friday, September 18, 2015 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 CDSL.

### 5. Voting at AGM

- 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 CDSL, 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 physical ballot at the meeting and RTA provided the same.

#### 6. Counting Process

- **6.1.** On completion of voting at the meeting, 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/ proxies lodged with the Company.
- **6.3.** I unblocked the remote e voting results on the CDSL E-voting platform before Mr. Niraj Kumar Verma and Mr. Ankur Bajpai and downloaded the e voting details.

### 7. Result

### 7.1. I observed that

- 7.1.1. 34 Members had cast their votes through poll facility provided through physical ballots at meeting.
- 7.1.2. 17 Members had casted their votes through remote e-voting.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to





- each item on the Agenda as set out in the notice of the  $42^{nd}$  AGM dated August,  $11^{th}$  2015 is enclosed as Annexure 1, 2 and 3 respectively.
- **7.3.** Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2, 3, 4, 9, 10, 11, 12, 13, 14 & 15of the notice dated August, 11th 2015, have been passed with the **requisite majority**.
- **7.4.** Based on the aforesaid result, the **Special resolution** as contained in item no. 5, 6, 7, 8, 16, 17 & 18 of the notice dated August, 11th 2015, have been passed with the **requisite** majority.
- 7.5. Soft copy of the List of Members, for both voting at AGM 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.
- **7.6.** The poll papers 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.

Cigitally cigned by AMIT GOFTA DIS CHIE, un'houseld, postaclade-2-2006, al-Ottas Fuebah, al-Ottas Fuebah, al-Ottas Fuebah, al-Ottas Pada (14-46), al-Ottas Fuebah, al-Ottas Pada (14-46), al-Ottas Fuebah, al-Ottas Pada (14-46), al-Ottas Goftas, al-Ottas (14-46), al-Ottas Gaste 2015, 01.12 20 29 51 + 95 207

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682

Date: September, 19th 2015

higher



### Annexure-1

## Results of remote E-Voting conducted at the 42<sup>nd</sup> Annual General Meeting of K M SUGAR MILLS LIMITED

- 1. The result of remote e-voting is as under:
  - a) Resolution 1 To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 (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
16	33279030	99.99%

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	250	.001

### 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

luby



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. (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
17	33279280	100

### ii. Voted against the resolution:

NIL	NIL	NIL
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

### 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 3 -To appoint a director in place of Mr. 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
17	33279280	100

W

### ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
Nil	Nil	Nil

### 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 4 - To appoint M/s. Mehrotra & Mehrotra, Chartered Accountants, New Delhi, retiring Auditors at this Annual General Meeting and are eligible for reappointment for the year 2015-16 and fix their remuneration. (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
17	33279280	100

## ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

### iii. Invalid votes:

NIL	NIL NIL
Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid

WB

- e) Resolution 5 To approve appointment of Shri L.K. Jhunjhunwala (DIN : 01854647) as a Whole Time Director designated as Chairman (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
17	33279280	100

ii. Voted against the resolution:

NIL	NIL	NIL
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

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 6 - To approve appointment of 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
17	33279280	100

## ii. Voted against the resolution:

NIL	NIL	NIL
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

### 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

## g) Resolution 7 – To Approve appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) 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
17	33279280	100

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		

lug



system		
NIL	NIL	NIL

#### 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

h) Resolution 8 - To approve appointment of Shri Subhash Chandra Agarwal ( DIN - 02461954 ) 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
17	33279280	100

ii. Voted against the resolution:

who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

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

Wy

- i) Resolution 9 To Approve appointment OF MR. H.P. SIGHANIA ( DIN 00141096) AS AN INDEPENDENT DIRECTOR (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
17	33279280	100

## ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
. NIL	NIL	NIL

### 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

## j) Resolution 10 To Approve Appointment OF MR. S.K. GUPTA ( DIN 01995658) AS AN INDEPENDENT DIRECTOR (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
17	33279280	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
---	---	---

Ms



	NIL	N	IL	NIL
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

## k) Resolution 11 – To Approve appointment OF Dr. KIRTI SINGH ( DIN 02482624) AS AN INDEPENDENT DIRECTOR (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
17	33279280	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	NIL	NIL	NIL

#### 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

Mark



## I) Resolution 12 -To Approve Appointment OF MR. R.S. SHUKLA ( DIN 0260428) AS AN INDEPENDENT DIRECTOR (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
17	33279280	100

### ii. Voted against the resolution:

system NIL	NIL	NIL
through remote - electronic voting	resolution	the resolution
Number of members who voted against	Number of votes casted against the	% of total number of valid votes casted on

### 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

## m) Resolution 13 –To Approve Appointment of Mr. Anil Kumar Misra (DIN 07213630) As Nominee Director (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
17	33279280	100

ii. Voted against the resolution:

WS



NIL	NIL	NIL
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

### 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

## n) Resolution 14 – To approve Appointment OF Mr. Anil Kumar Misra (DIN : 07213630) AS A NOMINEE (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
17	33279280	100

### ii. Voted against the resolution:

NIL	NIL	NIL
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

### 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

ly

## o) Resolution 15 - APPORVAL OF REMUNERATION OF COST AUDITOR M/S AMAN MALVIYA & ASSOCIATES (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
17	33279280	100

## ii. Voted against the resolution:

system NIL	NIL	NIL
who voted against through remote - electronic voting	casted against the resolution	valid votes casted on the resolution
Number of members	Number of votes	% of total number of

#### 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

## p) Resolution 16 - To approve Alteration of Articles of Association 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
17	33279280	100

### ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on

Ws



through remote - electronic voting system	resolution	the resolution
NIL	NIL	NIL

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

- q) Resolution 17- To approve Borrowing limits 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
17	33279280	100

ii. Voted against the resolution:

system NIL	NIL	NIL
Number of members who voted against through remote - electronic voting	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution

iii. Invalid votes :

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were declared invalid
NIL	NIL



- r) Resolution 18 To approve creation of Charges on the assets 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
17	33279280	100

## ii. Voted against the resolution:

electronic voting system	NIL	NIL
Number of members who voted against through remote -	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution

### iii. Invalid votes:

NIL	NIL
Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid



#### Annexure-2

## Results of Voting through physical ballot conducted at the 42<sup>nd</sup> Annual General Meeting of K M SUGAR MILLS LIMITED

- 1. The result of the poll conducted through ballot at meeting is as under:
- a) Resolution 1 To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015. (Ordinary Resolution)
  - i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

ii. Voted against the resolution:

Number of memb present and voti against (in person of proxy)	ng against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes:

Total number of members (in person or by proxy) 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. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in	Number of votes casted in favour of the	% of total number of valid votes casted on	
favour (in person or by proxy)	resolution	the resolution	

ber of



34	16173912	100	
Voted against the resolution:			
Number of members present and voting against (in person or by proxy)	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 (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

- c) Resolution 3 To appoint a director in place of Mr. 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 present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	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 (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

d) Resolution 4 - To appoint M/s. Mehrotra & Mehrotra, Chartered Accountants, New Delhi, retiring Auditors at this Annual General Meeting and are eligible for reappointment for the year 2015-16 and fix their remuneration. (Ordinary Resolution)

NYS



#### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

## i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

#### ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

e) Resolution 5 – To approve Appointment of of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time - Director designated as Chairman of the Company. (Special Resolution)

### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

### i. Voted against the resolution:

A STATE OF THE PARTY OF THE PAR		
Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

### ii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Mes



f) Resolution 6 – To approve appointment of Shri Aditya Jhunjhunwala ( DIN : 01686189) as a Whole Time- Director designated as Managing Director of the Company. (Special Resolution)

Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

ii. Invalid votes:

Total number of members (in person	Total number of votes casted by
or by proxy) whose votes were	members whose votes were declared
declared invalid	invalid
Nil	Nil

g) Resolution-7 To approve Appointment of Shri Sanjay Jhunjhunwala (DIN: 01777954) as Joint Managing Director of the Company. (Special Resolution)

Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

ii. Invalid votes:

Whe



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## h) Resolution-8 To approve Appointment of Shri Subhash Chandra Agarwal , ( DIN - 02461954 ) as Executive Director of the Company (Special resolution)

#### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

### i. Voted against the resolution:

	Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
Ī	NIL	NIL	NIL

### ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## i) Resolution-9 To approve appointment of MR. H.P. SIGHANIA ( DIN 00141096) as an INDEPENDENT DIRECTOR ( Ordinary Resolution)

### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

## i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
---	---	---

WE



	NIL	N	IL	NIL
ii.	Invalid votes :			
	Total number of members (in person or by proxy) whose votes were declared invalid		Total number of votes casted by members whose votes were declared invalid	
	Nil			Nil

## j) Resolution-10 To approve appointment of MR. S.K. GUPTA ( DIN 01995658) AS AN INDEPENDENT DIRECTOR ( Ordinary Resolution)

#### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

### i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

#### ii. Invalid votes:

or by proxy) whose votes were declared invalid	members whose votes were declared invalid
Nil	Nil

## k) Resolution-11 To approve appointment of Dr. KIRTI SINGH ( DIN 02482624) AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)

#### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
. 34	16173912	100

## i. Voted against the resolution:

•	rotten against the resolu-				
1	Number of members	Number of votes casted	% of total number of		
	present and voting	against the resolution	valid votes casted on		

(M)

against (in person or by proxy)		the resolution
NIL	NIL	NIL

#### ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## I) Resolution-12 To approve appointment OF MR. R.S. SHUKLA ( DIN 0260428) as an INDEPENDENTDIRECTOR ( Ordinary Resolution)

#### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

### i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

#### ii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## m) Resolution-13 To approve appointment of MRS. MADHU MATHUR (DIN no. 07196895) AS AN WOMAN INDEPENDENT DIRECTOR (Ordinary Resolution)

#### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

Mes



#### i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

### ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## n) Resolution-14 To approve appointment of MR. ANIL KUMAR MISRA (DIN: 07213630) as a nominee director (Ordinary Resolution)

### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

#### i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

#### ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## o) Resolution-15 APPORVAL OF REMUNERATION OF COST AUDITOR M/S AMAN MALVIYA & ASSOCIATES (Ordinary Resolution)

### Voted in favour of the resolution:

Number of members present and voting in	Number of votes casted in favour of the	% of total number of valid votes casted on
favour (in person or by	resolution	the resolution



proxy)		
34	16173912	100
Voted against the resolut	ion:	
Number of members	Number of votes casted	% of total number of

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

### ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## p) Resolution-16 to approve Alteration of Articles of Association of the Company. (Special Resolution)

### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

## i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

### ii. Invalid votes:

declared invalid	invalid <b>Nil</b>
Total number of members (in person or by proxy) whose votes were	Total number of votes casted by members whose votes were declared

## q) Resolution-17 Approval of Borrowing limits of the Company (Special Resolution)

## Voted in favour of the resolution:

Number of members   Number of Votes casted   % of total fidiliber of	Number of members	Number of votes casted	% of total number of
--	-------------------	------------------------	----------------------

ed | % of total number of

B-12 Basement, Murli Bhawan, 10- A, Ashok Marg, Lucknow – 226 001 Phone : 0522 – 4024033, 94150 05108

Page 26 of 33



present and voting in favour (in person or by proxy)	in favour of the resolution	valid votes casted on the resolution
34	16173912	100

### i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

### ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

## r) Resolution-18 to approve Creation of Charges on the assets of the Company. (Special Resolution)

### Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	16173912	100

## i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

## ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Mis



## Annexure -3

## Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 42<sup>nd</sup> Annual General Meeting of K M SUGAR MILLS LIMITED

Particulars	Numi	per of Votes Contain	ned in	Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
Item No. 1:				
To receive, co Company for t	nsider and adopt the s the financial year ended	tandalone and con March 31, 2015 (C	solidated financial Ordinary Resolution	statements of the )
Assent	33279030	16173912	49452942	99.999
Dissent	250	0	250	.00:
Invalid	NIL	NIL	NIL	NI
Total	33279280	16173912	49453192	100.00
Item No. 2: To appoint a c	lirector in place of Shri	L.K. Jhunjhunwala	who retires by rotat	tion and being
To appoint a c	lirector in place of Shri himself for re-appointr	L.K. Jhunjhunwala nent. (Ordinary Res	who retires by rotatesolution)	Prince to the original
To appoint a c	lirector in place of Shri himself for re-appoints 33279280	16173912	49453192	100
To appoint a c eligible offers	himself for re-appointr	nent. (Ordinary Res	solution)	100 NIL
To appoint a c eligible offers Assent	himself for re-appointr 33279280	16173912	49453192	100
To appoint a celigible offers Assent Dissent	himself for re-appoints 33279280 NIL	nent. (Ordinary Res 16173912 NIL	49453192 NIL	100 NIL
To appoint a celigible offers Assent Dissent Invalid Total Item No. 3: To appoint a	himself for re-appoints 33279280  NIL  NIL	NIL NIL 16173912 NIL 16173912  C. Shri Aditya Jhunj	A9453192  NIL  NIL  49453192  hunwala, who retir	NIL NIL 100
To appoint a celigible offers Assent Dissent Invalid Total Item No. 3: To appoint a	NIL  33279280  NIL  NIL  33279280  director in place of Mr	NIL NIL 16173912 NIL 16173912  C. Shri Aditya Jhunj	A9453192  NIL  NIL  49453192  hunwala, who retir	NIL NIL 100
To appoint a deligible offers Assent Dissent Invalid Total Item No. 3: To appoint a being eligible	NIL  33279280  NIL  NIL  33279280  director in place of Mr offers himself for re-ap	NIL NIL 16173912 NIL 16173912 Shri Aditya Jhunj	NIL A9453192 NIL A9453192 hunwala, who retirary Resolution)	NIL NIL 100 res by rotation an

My



Total	33279280	16173912	49453192	100
Item No. 4:				
To appoint M/s	. Mehrotra & Mehroti	ra, Chartered Accou	intants, New Delhi, re	etiring Audito
at this Annual C	Seneral Meeting and a	re eligible for re- ap	pointment for the y	ear 2015-16 a
	eration. (Ordinary Res			
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
Item No. 5:				
	pointment of Shri L.K.	Ihunjhunwala (DIN	: 01854647) as a Who	ole Time -
To approve app	pointment of Shri L.K.			ole Time -
To approve app	pointment of Shri L.K. I ated as Chairman of th			ole Time -
To approve app				ole Time -
To approve app Director design	ated as Chairman of th	ne Company (Specia	al Resolution)	
To approve app Director design Assent	33279280	ne Company (Special	49453192	100
To approve app Director design Assent Dissent	33279280 NIL	ne Company (Specia 16173912 NIL	49453192 NIL	100 NIL
To approve app Director design Assent Dissent Invalid	33279280  NIL  NIL	ne Company (Special 16173912 NIL NIL	Al Resolution)  49453192  NIL  NIL	100 NIL NIL
To approve app Director design Assent Dissent Invalid Total Item No. 6:	33279280  NIL  NIL  33279280	ne Company (Special 16173912 NIL NIL 16173912	Al Resolution)  49453192  NIL  NIL  49453192	100 NIL NIL 100
To approve app Director design Assent Dissent Invalid Total Item No. 6: To approve app	33279280  NIL  NIL  33279280  oointment of Shri Adito	ne Company (Special 16173912 NIL NIL 16173912	Al Resolution)  49453192  NIL  NIL  49453192  DIN: 01686189) as a	100 NIL NIL 100
To approve app Director design Assent Dissent Invalid Total Item No. 6: To approve app	33279280  NIL  NIL  33279280	ne Company (Special 16173912 NIL NIL 16173912	Al Resolution)  49453192  NIL  NIL  49453192  DIN: 01686189) as a	100 NIL NIL 100
To approve app Director design Assent Dissent Invalid Total Item No. 6: To approve app	33279280  NIL  NIL  33279280  oointment of Shri Adito	ne Company (Special 16173912 NIL NIL 16173912	Al Resolution)  49453192  NIL  NIL  49453192  DIN: 01686189) as a	100 NIL NIL 100
To approve app Director design Assent Dissent Invalid Total Item No. 6: To approve app Director design	33279280  NIL  NIL  33279280  Opintment of Shri Adity ated as Managing Directors	ne Company (Special 16173912  NIL  NIL  16173912  ya Jhunjhunwala ( Dector of the Company	Al Resolution)  49453192  NIL  NIL  49453192  DIN: 01686189) as a large street of the control of	100 NIL NIL 100 Whole Time-

Mal



Total	33279280	16173912	49453192	100
Item No. 7:				
To approve app	pointment of Shri Sanja	ay Jhunjhunwala ( C	DIN : 01777954) as Jo	int Managing
Director of the	Company (Special Res	olution)		
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
Item No. 8:				
the Company (	Special resolution) 33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
	NIL NIL	NIL NIL	NIL NIL	NIL NIL
Invalid			T. Manual Control	
Dissent Invalid Total Item No. 9:	NIL	NIL	NIL	NIL
Invalid Total Item No. 9:	NIL	NIL 16173912	NIL 49453192	NIL 100
Invalid Total Item No. 9:	NIL 33279280 at OF MR. H.P. SIGHAN	NIL 16173912	NIL 49453192	NIL 100
Invalid Total Item No. 9: To appointmer	NIL 33279280 at OF MR. H.P. SIGHAN	NIL 16173912	NIL 49453192	NIL 100
Invalid Total Item No. 9: To appointment (Ordinary Resonant	NIL 33279280 nt OF MR. H.P. SIGHAN	NIL 16173912 IA ( DIN 00141096)	NIL 49453192  AS AN INDEPENDENT	NIL 100 TDIRECTOR
Invalid  Total  Item No. 9:  To appointment  (Ordinary Reso	NIL 33279280 of OF MR. H.P. SIGHAN clution)	NIL 16173912  IA ( DIN 00141096)  16173912	NIL 49453192  AS AN INDEPENDENT 49453192	NIL 100  TDIRECTOR 100

149



Item No. 10:				
To approve app (Ordinary Reso	pointment OF MR. S.K. lution)	GUPTA ( DIN 0199	5658) AS AN INDEPEN	NDENT DIRECTO
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
Item No. 11:				
To approve app (Ordinary Reso	pointment OF Dr. KIRT lution)	I SINGH ( DIN 02482	2624) AS AN INDEPEN	IDENT DIRECTO
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
Item No. 12:				
To approve app (Ordinary Reso	pointment OF MR. R.S. lution)	SHUKLA ( DIN 0260	0428) AS AN INDEPEN	IDENT DIRECTO
Assent	33279280	16173912	49453192	100
ASSEIIL				
	NIL	NIL	NIL	NIL
Dissent	NIL NIL	NIL NIL	NIL NIL	NIL NIL



Item No. 13:				
To approve app	pointment of Mr. Anil	Kumar Misra (DIN 0	7213630) As Nomine	e Director
(Ordinary Reso	lution)			
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
Item No. 14:				
	pointment of Mr. Anil	Kumar Misra (DIN :	07213630) AS A NON	AINEE ( Ordina
Resolution)				
Assent	33279280	16173912	49453192	100
	NIL	NIL	NIL	NIL
Dissent	NIL NIL	NIL NIL	NIL NIL	NIL NIL
Dissent Invalid Total				
Dissent Invalid Total	NIL	NIL	NIL	NIL
Dissent Invalid Total Item No. 15:	NIL 33279280	NIL 16173912	NIL 49453192	NIL 100
Dissent Invalid Total Item No. 15:	NIL 33279280 REMUNERATION OF CO	NIL 16173912	NIL 49453192	NIL 100
Dissent Invalid Total Item No. 15: APPORVAL OF	NIL 33279280 REMUNERATION OF CO	NIL 16173912	NIL 49453192	NIL 100
Dissent Invalid Total Item No. 15: APPORVAL OF	NIL 33279280 REMUNERATION OF CO	NIL 16173912	NIL 49453192	NIL 100
Dissent Invalid Total Item No. 15: APPORVAL OF I (Ordinary Reso	NIL 33279280  REMUNERATION OF Collution)	NIL 16173912  DST AUDITOR M/S.	NIL 49453192  AMAN MALVIYA & A	NIL 100 ASSOCIATES
Dissent Invalid Total Item No. 15: APPORVAL OF I	NIL 33279280  REMUNERATION OF Collution)	NIL 16173912  OST AUDITOR M/S. 16173912	NIL 49453192  AMAN MALVIYA & A 49453192	NIL 100 ASSOCIATES

lup

Item No. 16:	ration of Articles of	Association of the	Company. (Special l	Resolution)
To approve Ance	ation of Articles of	Association of the	Company. (Special)	(Coolution)
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
Item No. 17: To approve Born	rowing limits of the	Company (Special	Resolution)	
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100
Item No. 18: To creation of C	harges on the assets	of the Company. (	Special Resolution)	
Assent	33279280	16173912	49453192	100
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	33279280	16173912	49453192	100

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries

FCS - 5478, C.P. - 4682 Date: 19<sup>th</sup> September, 2015

> B-12 Basement, Murli Bhawan, 10- A, Ashok Marg, Lucknow – 226 001 Phone : 0522 – 4024033, 94150 05108