



K.M. Sugar Mills Ltd.

Factory & Works : P.O. Motinagar-224201, Dist. Ayodhya (U.P.)
Phone : 7571000692, Email : director@kmsugar.com
CIN No.: L15421UP1971PLC003492 GSTIN No.: 09AAACK5545P1ZZ

The Department of Corporate Services, Bombay Stock Exchange Limited, 27 th Floor, PhirozeJeebhoy 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, BandraKurla Complex , Bandra (E), Mumbai -400051 Phone no. 022-26598100
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Date: 10th March, 2021

Sub.: Outcome and Proceedings of 02nd Extra-Ordinary General Meeting of the Company
held on 10-03-2021

Dear Sir,

We write you that the 02nd Extra-Ordinary General Meeting of the Company was held on March 10, 2021 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 02nd Extra-Ordinary 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.

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)
Compliance Officer & Company Secretary

Encl.: as above

Outcome and Proceedings of 02nd Extra-Ordinary General Meeting of

M/s. K.M. Sugar Mills Limited

The 02nd Extra-Ordinary General Meeting (EGM) of the members of K M Sugar Mills Limited (the Company) was held on Wednesday, March 10, 2021 at 11.00AM (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.

Shri Aditya Jhunjhunwala, Managing Director of the Company was elected Chairman for the Extra-Ordinary General Meeting and chaired the meeting. Shri S.C. Agarwal, CEO-cum- Executive Director, Shri A.K. Gupta, Chief Financial Officer and Ms. Pooja Dua, Company Secretary and Compliance Officer of the Company, Shri P.C Agiwal Statutory Auditors and Mrs. Pragati Gupta, PCS and Scrutinizer of the meeting attended the meeting.

The Chairman, on being informed by Ms. Pooja Dua that requisite quorum was present, called the meeting to order. The Chairman welcomed the members and auditors present in the meeting and delivered his welcome speech. The Chairman informed the members that the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection on company's website.

The Chairman addressed the members and briefed them about the Business to being transacted in the EGM of the company.

The Chairman then took the formal proceedings of the meeting. With the concurrence of the members, the Notice of the 02nd Extra-Ordinary General Meeting together was taken as read.

The Chairman stated that the Company has arranged for remote e-voting facility to the members entitled to cast their vote on the EGM agenda items from March 07, 2021 to March 09, 2021 (both days inclusive). He 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, the Company Secretary informed the members that the company has not received the any request form the member to register themselves as the speaker shareholder of the

meeting. After this the Company Secretary asked the Chairman to give his vote of thanks to the shareholders of the company.

Finally, the Chairman 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 02nd Extra-Ordinary General Meeting. He informed that voting results will be announced latest by Friday, March 12, 2021. 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 EGM on below resolutions as set out in the notice of 02nd Extra-Ordinary 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 by the chairman to the Members for attending and participating at the meeting. He also thanked the Directors for joining the Meeting and declared the meeting concluded at 11.30 a.m.

The resolutions for the special Business as set out in item no. 1 to 3 in the Notice of 02nd Extra-Ordinary General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 02nd Extra-Ordinary General Meeting.

SPECIAL BUSINESS: -

Item No.1: Contribution to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities or as Corporate Social Responsibility under the provisions of Section 135 of the Companies Act, 2013 (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), consent of the members be and is hereby accorded to the Company for contributing from time to time as Corporate Social Responsibility under the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder or otherwise to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities not directly relating to the business of the Company or the welfare of its employees, including but not limited to Trust or Section 8 Companies promoted by the Company of any amounts the aggregate of which may exceed five percent of its average net profits for the three immediately preceding financial years, however aggregate amount does not exceed Rs. 500,00,000/- (Rupees Five Crore only) for each of the financial year ending 31st March, 2021 and financial year ending 31st March, 2022."

"RESOLVED FURTHER THAT Mr. Aditya Jhunjunwala, Managing Director, Mr. S. C Agarwal, Executive Director and Ms. Pooja Dua, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

Item no. 2: Approved to make Investment in Sonar Casting Limited (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 185, 186 & 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), memorandum and articles of association and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the contract(s)/ arrangement(s)/ transaction(s) with Sonar Castings Limited (SCL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for investments/Corporate Guarantee for securing credit facility, on terms and conditions mentioned in the explanatory statement, up to an aggregate value not exceeding Rs.150 Crores from the present aggregate value of Rs. 100 crores, in one or more tranches, for the business activities of SCL related to its ductile Iron project at West Bengal."

"RESOLVED FURTHER THAT Shri Aditya Jhunjunwala, Managing Director, Shri S.C Agarwal, Executive Director and Ms. Pooja Dua, Company Secretary be and is hereby severally authorised

to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable”, in order to give effect to this Resolution in the best interest of the Company.”

Item no. 3: Approved the Appointment of Shri Bibhas Kumar Srivastav Independent Director (Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), Shri Bibhas Kumar Srivastav, who was appointed as an Additional Director(Non-Executive Independent) of the Company by passing resolution by circulation on Monday, the 01st day of February,2021, pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up-to the date of forthcoming ensuring Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Independent Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) years w.e.f. 01st day of February,2021 not liable to retire by rotation.”

“RESOLVED FURTHER THAT Shri Aditya Jhunjhunwala, Managing Director and Ms. Pooja Dua, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters from time to time in order to give effect to the above resolution.”

For K.M Sugar Mills Limited

Place: Lucknow

Date: 10.03.2021



Pooja Dua

(Company Secretary-cum-compliance officer)