



PRAGATI GUPTA
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REPORT OF SCRUTINIZER

To,

The Chairman 48th 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 48th Annual General Meeting of your Company held on Wednesday, the 29th day of September, 2021 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: 29th day of September, 2021

UDIN:- A019302C001039508

SCRUTINIZER'S REPORT

Name of the Company	K M SUGAR MILLS LIMITED
Meeting	48 th Annual General Meeting
Date and Time	Wednesday, the 29 th day of September, 2021 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 48th Annual General Meeting of K M SUGAR MILLS LIMITED (hereinafter referred as **"the Company"**) held on Wednesday, the 29th day of September, 2021 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 22, 2021) 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 & 48th annual Report in the following manner:

By email	To 39089 members who have registered their e-mail ids with Depository/the RTA on 27.08.2021
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 22, 2021, 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 (LIPL) Limited as the agency for providing e-voting platform.

4.2. Remote E voting

Remote e voting was open from Sunday, September 26, 2021 at 09:00 hrs. to Tuesday, September 28, 2021 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 (LIPL).

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 (LIPL), 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 (LIPL), E-voting platform and downloaded the e voting details.

7. Result

7.1. I observed that



- 7.1.1. 93 Member joined this meeting and 43 Members had cast their votes through Video Conferencing platform provided for the AGM.
- 7.1.2. 45 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 48th AGM dated August, 10th 2021 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 5 of the notice dated August, 10th 2021 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: 29th day of September, 2021

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**Results of remote E-Voting conducted at the 48th 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, 2021, 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
40	27892105	99.93%

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	20001	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
3	44600

b) Resolution 02 –: To appoint a director in place of Shri Lakshmi Kant Dwarkadas 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
38	27854005	99.79%

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
4	58101	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
3	44600

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
38	27854005	99.79%

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
4	58101	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
3	44600

d) Resolution 04 – Approved the remuneration of Cost Auditor appointed for the financial year 2021-22 (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
38	27854005	99.79%

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
4	58101	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
3	44600

e) Resolution 05 – Approved the grant of loan, guarantee, security or make

investments in entities covered under the provisions of Section 185(2) and related parties 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
25	724191	63.96%

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
6	408101	36.04%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	32600

Results of Voting at the 48th 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, 2021, 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
41	19922244	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
2	1987732

b) Resolution 2 - Appointment of a director in place of Shri Lakshmi Kant Dwarkadas 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
41	19922244	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
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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
2	1987732

c) Resolution 3- 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 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
41	19922244	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
2	1987732

d) Resolution-04 Approved the remuneration of Cost Auditor appointed for the financial year 2021-22 (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
41	19922244	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
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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
2	1987732

e) Resolution-05 Approved approve the grant of loan, guarantee, security or make investments in entities covered under the provisions of Section 185(2) and related parties 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
35	958641	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
2	17699

Consolidated Results of remote E-Voting & Voting conducted at the 48th 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, 2021, and the Reports of the Board of Directors and the Auditors thereon.(Ordinary Resolution):				
Assent	27892105	19922244	47814349	99.96%
Dissent	20001	0	20001	0.04%
Invalid	44600	1987732	2032332	N/A
Total	27956706	21909976	49866682	100.00%
Outcome	Passed as an Ordinary Resolution			
Item No. 2:				
Appointment of a director in place of Shri Lakshmi Kant Dwarkadas Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment (Special Resolution)				
Assent	27854005	19922244	47776249	99.88%
Dissent	58101	0	58101	0.12%
Invalid	44600	1987732	2032332	N/A
Total	27956706	21909976	49866682	100.00%
Outcome	Passed as a 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	27854005	19922244	47776249	99.88%
Dissent	58101	0	58101	0.12%



Invalid	44600	1987732	2032332	N/A
Total	27956706	21909976	49866682	100.00%
Outcome	Passed as an Ordinary Resolution			
Item No. 4: Approved the remuneration of Cost Auditor appointed for the financial year 2020-21 (Ordinary Resolution)				
Assent	27854005	19922244	47776249	99.88%
Dissent	58101	0	58101	0.12%
Invalid	44600	1987732	2032332	N/A
Total	27956706	21909976	49866682	100.00%
Outcome	Passed as an ordinary Resolution			
Item No.5 : Approved to grant loan, guarantee, security or make investments in entities covered under the provisions of Section 185(2) and related parties of the Company (Special Resolution)				
Assent	724191	958641	1682832	80.48%
Dissent	408101	0	408101	19.52%
Invalid	32600	17699	50299	N/A
Total	1164892	976340	2141232	100.00%
Outcome	Passed as a Special Resolution			

Pragati Gupta
Practising Company Secretary

ACS – 19302, C.P. - 7878

Date: 29th day of September, 2021

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