



# 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<sup>th</sup> Floor, PhirozeJejeebhoy 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

10<sup>th</sup> September, 2020

**Sub.: Outcome and Proceedings of 47<sup>TH</sup> Annual General Meeting of the Company held on  
10-09-2020**

Dear Sir,

We write you that the 47<sup>th</sup> Annual General Meeting of the Company was held on September 10, 2020 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 proceedings of 47<sup>th</sup>Annual General Meeting of the Company as required pursuant to the requirement of Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the scrutinizer Report.

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 47<sup>th</sup>Annual General Meeting of**  
**M/s. K.M. Sugar Mills Limited**

The 47<sup>th</sup>Annual General Meeting (AGM) of the members of K M Sugar Mills Limited (the Company) was held on Thursday, September 10, 2020 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 Annual 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 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 welcoming 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 performance of the company during the last fiscal year. He then explained the Company's policy being adopted for growth in the coming period.

The Chairman then took the formal proceedings of the meeting. With the concurrence of the members, the Notice of the 47<sup>th</sup>Annual General Meeting together with financial statements and Board's report was taken as read.

The Chairman informed that the Auditor's report on the financial statements of the Company and the Secretarial Audit report for the year ended on March 31, 2020 did not have any qualifications, observations or comments which have any adverse effect on the functioning of the Company. Thereafter the Auditors report and Directors' Report were taken as read on the concurrence of the members present.

The Chairman stated that the Company has arranged for remote e-voting facility to the members entitled to cast their vote on the AGM agenda items from September 07, 2020 to September 09, 2020 (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 Chairman invited members to ask questions or to make their comments, give suggestions and seek clarifications, if any, on the items set out in the Notice of 47<sup>th</sup> Annual General Meeting.

Smt. Kirti Shah (Folio No.: IN30088814286414), Shri S.P Mittal (Folio No.: IN30088814286414) and Shri Pravash Pathak (Folio No.: IN30154950841794) were registered as the speaker member to ask question and express view in the meeting and accordingly they asked various questions on the working, current affairs of the Sugar Industry, future prospectus of Sugar Industry, Ethanol, operations, energy and finance of the Company. The Chairman answered these questions to member's satisfaction.

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.

The Chairman 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 Annual General Meeting. He informed that voting results will be announced latest by Saturday, September 12, 2020 . He further stated that, results of the voting shall also be uploaded at the website of the Company [www.kmsugar.com](http://www.kmsugar.com) and would be intimated to BSE Limited and NSE Limited.

The Chairman then requested all the members present at the Meeting to cast their vote through e-voting facility provided at the AGM on below resolutions as set out in the notice of 47<sup>th</sup> AGM of the Company.

The Chairman informed the members that the e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

The meeting was concluded with the vote of thanks to the Members for attending and participating at the meeting. He also thanked the Directors for joining the Meeting and declared the meeting concluded at 12.00 p.m.

The resolutions for the Ordinary and special as set out in item no. 1 to 10 in the Notice of 47<sup>th</sup> Annual General Meeting, were duly approved by members with requisite majority and therefore are recorded hereunder as part of the proceedings of 47<sup>th</sup> Annual General Meeting.

**ORDINARY BUSINESSES:**

**Item no. 1: Adoption of the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors.(Ordinary Resolution):**

**“RESOLVED THAT** the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon laid before the 47th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted.”

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

**Item no. 2: Appointment of a director in place of Shri Sanjay Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)**

**“RESOLVED THAT,** Shri Sanjay Jhunjunwala (DIN- 01777954) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 47th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation.

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

**Item no. 3: Appointment of a director in place of Shri S.C Agarwal, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)**

**“RESOLVED THAT**, Shri S.C. Agarwal (DIN- 02461954) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 47th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation.”

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

**SPECIAL BUSINESS:-**

**Item No.4: Change in terms of appointment of Shri L.K. Jhunjhunwala (DIN: 01854647) as a Whole Time Director designated as Chairman of the Company (Special Resolution)**

**“RESOLVED FURTHER THAT** in supersession of the earlier resolutions passed in the annual general meeting of the company held on 20th August, 2019 and pursuant to the provisions of the Section 196, 197, 198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to the recommendation of the Board of Directors of the company, the consent of the Shareholders be and is hereby accorded to revise the remuneration, by way of increase in the remuneration payable to Shri L.K. Jhunjhunwala (DIN: 01854647) as a Chairman of the Company for the financial year ended at 31st March 2020 as well as for remaining term of appointment of his present term as per the revised salary, allowance and perquisites as under as per the terms & conditions mentioned, with power to the Board of Directors (“The Board”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri L.K. Jhunjhunwala time to time.”

**“RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, during the tenure of his appointment, the Board of Directors be and is hereby authorized to vary or increase the remuneration, payable to him for such remaining period of his tenure, including salary, perquisites, allowances, etc with such prescribed limits or ceiling and the agreement

entered into, if any, between the Company and Shri L.K. Jhunjunwala shall be suitably amended to give effect to such modification, relaxation or variation without any further reference to or approval by the Company in General Meeting”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

**Item no. 5: Change in the terms of appointment of Shri Aditya Jhunjunwala, (DIN: 01686189) as Managing Director of the Company (Special Resolution)**

**“RESOLVED FURTHER THAT** in supersession of the earlier resolutions passed in the annual general meeting of the company held on 20th August, 2019 and pursuant to the provisions of the Section 196, 197, 198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to the recommendation of the Board of Directors of the company, the consent of the Shareholders be and is hereby accorded to revise the remuneration, by way of increase in the remuneration payable to Shri Aditya Jhunjunwala, (DIN: 01686189) as a Managing Director of the Company for the financial year ended at 31st March 2020 as well as for remaining term of appointment of his present term as per the revised salary, allowance and perquisites as under as per the terms & conditions mentioned, with power to the Board of Directors (“The Board”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Aditya Jhunjunwala time to time.”

**“RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, during the tenure of his appointment, the Board of Directors be and is hereby authorized to vary or increase the remuneration, payable to him for such remaining period of his tenure, including salary, perquisites, allowances, etc with such prescribed limits or ceiling and the agreement entered into, if any, between the Company and Shri Aditya Jhunjunwala shall be suitably amended to give effect to such modification, relaxation or variation without any further reference to or approval by the Company in General Meeting”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

**Item no. 6: Change in the terms of appointment of Shri Sanjay Jhunjunwala (DIN: 01777954) as a Joint Managing Director of the Company (Special Resolution)**

**“RESOLVED FURTHER THAT** in supersession of the earlier resolutions passed in the annual general meeting of the company held on 20th August, 2019 and pursuant to the provisions of the Section 196, 197, 198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to the recommendation of the Board of Directors of the company, the consent of the Shareholders be and is hereby accorded to revise the remuneration, by way of increase in the remuneration payable to Shri Sanjay Jhunjunwala (DIN: 01777954) as a Joint Managing Director of the Company for the financial year ended at 31st March 2020 as well as for remaining term of appointment of his present term as per the revised salary, allowance and perquisites as under as per the terms & conditions mentioned, with power to the Board of Directors (“The Board”) to alter and vary the terms and conditions of the appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Shri Sanjay Jhunjunwala time to time.”

**“RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, during the tenure of his appointment, the Board of Directors be and is hereby authorized to vary or increase the remuneration, payable to him for such remaining period of his tenure, including salary, perquisites, allowances, etc with such prescribed limits or ceiling and the agreement entered into, if any, between the Company and Shri Sanjay Jhunjunwala shall be suitably amended to give effect to such modification, relaxation or variation without any further reference to or approval by the Company in General Meeting”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

**Item no. 7: Approved to make investments / give loans or guarantees / provide security up-to an aggregate amount not exceeding Rs. 400.00 Cr outstanding (Special Resolution)**

“RESOLVED THAT, pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate(s) (i) up-to an aggregate amount not exceeding Rs. 400.00 Cr outstanding at any time; or (ii) 60% of the aggregate of the paid-up share capital and free reserves and securities premium account; or (iii) 100% of its free reserves and securities premium account, whichever is higher, on such terms and conditions, as the Board may think fit.”

“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions of the above, limit upto which such investments in securities / loans / guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, within the aforesaid limits including with the power to transfer / dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and/or expedient for implementing and giving effect to this resolution.”

**Item no. 8: Change the object clause of Memorandum of Association of the company (Special Resolution)**

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, pursuant to the recommendation of the Board of the company, the consent of the shareholders of the company be and is hereby accorded for alteration in the Objects Clause of the Memorandum of Association (“MOA”) of the Company to insert the additional sub-clauses (3),(4),(5),(6)(7)(8)(9)(10) reading as under after sub clause (2) of clause III (A) and placing existing sub clause (3) after newly inserted sub clause (10 ) as sub-clause (11) reading as under of clause III (A)–of the Memorandum of Association of the company”



3. To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers, commission agents in all varieties of sugar, sugar candy, jaggery, khandasari sugar, beet sugar, sugar cane, molasses, syrups, melada, alcohol, spirits including grain spirits and all products and by-products, thereof such as confectionery, glucose, acetone, carbon-dioxide, hydrogen, potash, cane wax, fertilizers, cattle feed and food products generally.
4. To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers, commission agents in breweries, IMFL, Country Liquor, beer, ale, port, stout, wines, whiskies intoxicating or not, produced from all kinds of ingredients, raw materials and or malt, malt products, hops, yeast, essences, flavours, concentrates and so on.
5. To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers, commission agents in distillery, blending, or mixed liquors including ratified spirits, Ethanol, ENA and sanitizer and manufacturing of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
6. To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers, commission agents in mineral water, drinking water, soft drink, beverages and related items.
7. To Purchase, sale, construct, establish, lease, acquire, carry on, rent, enter into joint venture, partnership, association etc. With regards to a factory or factories.
8. To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers, commission agents in all kinds and descriptions of laminates, Boards, veneers, paper, pulp, Agro/Non-Agro based, glass ware, commercial and industrial.
9. To carry on business of manufacturers, processors, dealers of all kinds of fertilizers manures, pesticides, weedicides and plant and all the other type protecting and nurturing products.
10. To promote, develop, generate, distribute, accumulate, transmit, supply, sell electricity and/or power by installing power plants(s) whether based on thermal, hydel, gas, solar, windmill, diesel, furnace oil, bagasse or any other source and to lay down, establish power stations, cables, transmission lines or towers, sub-stations, terminals and other works for the aforesaid purposes and to acquire, run or manage any company or undertaking engaged in similar business and/or activities.

Placing existing sub clause (3) after newly inserted sub clause (10) as sub-clause (11):

11. To do business for the utilizing the by-products of the company as the company may otherwise deem advantageous.

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things, as they may be necessary and to file necessary form with the appropriate authorities in this regard, in their absolute discretion, proper and desirable.”

**Item no. 9: Adoption of the new Memorandum of Association of the company as per Companies Act, 2013 (Special Resolution)**

**“RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable provisions of the Companies Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, pursuant to the recommendation of the Board of the company, the consent of the shareholders of the company be and is hereby accorded to adopt the new Memorandum of Association in accordance with Table A set out under Schedule I to the Companies Act, 2013 in place of the existing Memorandum of Association by replacing :-

**Clause I containing** “The name of the company until registration shall be “KAMLAPAT MOTILAL” and after registration “K M SUGAR MILLS LIMITED”” with “The name of the company is “K M SUGAR MILLS LIMITED”.

**Clause II containing** “The Registered office of the company shall be situated in the state of Uttar Pradesh” with “The Registered office of the company will be situated in the state of Uttar Pradesh”;

**Clause III A containing** By replacing the heading from “The Main objects of the company” to “The objects to be pursued by the company on its incorporation are:— “ in the main objects of the company and after sub-clause 2 of clause III (A)-sub-clauses (3),(4),(5),(6)(7)(8)(9)(10) shall be inserted and placing existing sub clause (3) after newly inserted sub clause (10 ) as sub-clause (11) of clause III (A) of the Memorandum of Association of the company.

**Clause III B containing** the “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 4 to 6E shall stand deleted and be replaced by **New Clause III B** “Matters which are necessary for furtherance of the Objects specified in sub-clause B of Clause III containing the sub-clause no. 1 to 34 reading as under.

1. To enter into agreements and contracts with Indian or foreign individuals, companies or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
2. To purchase, take on lease or otherwise acquire, any lands, buildings, machinery or other Property and to build, repair and construct any factories, houses or other buildings or works that may be necessary or expedient for the above purposes or any of them, and from time to time alter or extend the same.

3. To develop the resources of and turn to account any land and any rights over or connected with land belonging to or in which the company is interested and in particular by cleaning, draining, fencing, planting, cultivating, building, improving, farming, irrigation, grazing and by promoting immigration and emigration and the establishment of villages and settlements.
4. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded in or dealt with by the Company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price-lists and the conducting of competitions, exhibitions and giving of prizes, rewards and donations.
5. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patent rights, "Brevets D'Invention" licenses, protections and concessions which may appear likely to be advantageous or useful for the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.
6. To expend money on research, experimentation, development, testing, improving or seeking to improve existing products, patents, rights, etc., in connection with any of its activities in pursuance of the aforesaid objects and to expend money to invent, develop, or seek, any new products allied to and in the course of pursuing the objects as detailed in this clause.
7. To work, develop, license, sell or otherwise deal with any inventions in which the Company is interested whether as Owner, Licensee or otherwise, and to make, levy, or hire any machinery required for making or desirable to be used as machines included in such inventions.
8. To enter into any arrangement with any Government or State Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
9. To deal in or engage in the manufacture of materials required for the packing and preservation and despatch of finished and unfinished goods, raw materials and articles required for the Company, or produced by the Company.
10. To purchase or otherwise acquire, issue, reissue, sell, place and deal in shares, Stocks, bonds, debentures and securities of all kinds.

11. To subscribe, contribute or guarantee money for any charitable, benevolent, national, public, General, or useful objects or funds or fund of parties or institutions or for any exhibition and pecuniarily or otherwise any association, body or movement having for on object the Solution, settlement or surmounting of industrial or labour problems or troubles or the Promotion of the industry or trade, but not to any political parties or for any political purpose.
12. To draw, make accept, endorse, discount, execute and issue promissory notes, Bills of exchange , Hundies, Bills of Loading, Warrants, Debentures and other negotiable or Transferable instruments and to buy, sell and deal in the same.
13. To borrow or raise or secure the payment of money or to receive money on deposit at Interest for any of the purpose of the company and at such times as may be thought fit, buy Promissory notes, or by taking credit in or opening current accounts with any person, firm, Bank or company and whether with or without any security, or by such other means the Directors may in their absolute discretion deem expedient, and in particular by the issue of Debentures perpetual or otherwise; and in security mortgage, pledge or charge the whole or any part of the property and assets of the company both present and future including Uncalled capital , by special assignment or otherwise, or to transfer or convey the same absolutely or in trust, and give the lenders power of sale and other powers as may seem Expedient and to purchase ,redeem or pay off any such securities.
14. To sell, improve, alter manage, develop, exchange, lease, mortgages, enfranchise, dispose turn to account or otherwise deal with ,all or any part of the land, properties assets and Rights and generally resources and undertaking of the company, in such manner an on Such terms as may be year or for terms of years, otherwise at annual or rents, and of repairing and maintaining the same respectively whether belonging to this company , or not, and of selling exchanging otherwise dealing in the same respectively.
15. To acquire by concession, grant, purchase, amalgamation, barter, lease, license or Otherwise either absolutely or conditionally and either solely or jointly with others, lands, farm quarries, water rights and existing steel mill.
16. To carry on business as financiers and concessionaries and to undertake carry out all kinds of financial and other operation other than banking business as defined under banking companies Act, 1949.
17. To establish and support or aid in the establishment and in support to associations, Institutions, funds trusts and convenience calculated to benefit persons who are or have been employed by the company (including the director and or Managing Directors of the Company)or

who are serving or have served the company or the dependents, connections of such persons and to grant pensions , gratuity, provident fund benefits and allowances and to make payment towards their insurances subject to the relevant provisions of the companies Act, 2013.

18. To carry on the business or trade of insurance agents, company promoters, underwriters, land proprietors, contractors, suppliers of goods to government and other public and private bodies, shroffs, guarantee brokers, miners, and carriers, by land, water or ship, board and barge owners and builders, characters, warehouses, marine, tire, and other insurers, muccadums, spinners, weavers, bleachers, dyers, colour, paints, varnishes, drugs, chemicals, oils, cements, and manures or any one or more of such business in all or any of their respective branches.

19. To acquire and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, Municipality, public body or other legal authority and such shares, stocks, debentures, debenture-stocks, bonds, obligations or securities, acquired by original subscription, tender, purchase, exchange or otherwise and so to subscribe for, either conditionally or otherwise and to guarantee the subscription thereof and to guarantee the subscription thereof and exercise and such shares, stocks, debentures, debenture-stock, obligations or securities and to sell or otherwise dispose of the same.

20. To establish and maintain agencies at any place or any places in India or other parts of the World, for the conduct of the business of the company or for purchase and sale of any merchandise, commodities, goods, wares, materials, produce, products, articles and things require for a dealt in, or manufactured by or at the disposal of the company.

21. To enter in to partnership of, into any arrangement for sharing profits, amalgamation, Union of interest, co-operation, joint venture, reciprocal, concession, technical collaboration, or otherwise with any person firm or company carrying on or engaged in, or about to carry on or engage in any business or transaction which this company is authorized to carry on or to amalgamate with any other company having objects altogether or in part similar to those of this company and to lend money, to guarantee, to contracts, of or otherwise assist any such person, firm or company and to place, take otherwise acquire or to be interested in, hold deal in and dispose of shares, stocks, debentures and others securities of any such company.

22. To amalgamate with any Company or Companies. To acquire or merge with any other Company. To start a joint venture with any other Company. To hive off, split, demerge, restructure the business of the Company.

23. To promote and register and aid the promotion and registration of any company or Companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this company or for any other purpose which may seem to benefit this company and to transfer to any such company any property of this company and to be interested in, or take or otherwise acquire hold, sell or otherwise dispose of share, stock, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum and to subsidise or otherwise assist any such company, and to undertake secretarial or other work, duties and business of any such company, on such terms as may be arranged.
24. To invest and deal with the moneys and funds belonging or entrusted to the company not immediately required in lands, buildings, bullion, commodities, articles, goods, negotiable instruments, advances against any property or goods, government, municipal and other bonds and securities, and in such other investments and in such manner as may from time to time be determined, and to vary such investments and transactions and to lend money to such persons and on such terms, and or with or without security as may seem expedient and in particular to customers and others having dealing with the company and to guarantee the performance of contracts of any such persons provided that the company shall not carry on the business of banking as defined in the Banking Companies Act.
25. To sell, in any other manner, deal with or dispose of properties or undertaking of the Company, or any part thereof or such consideration as the company may think fit, and in particular for shares stock, debentures and other securities of any other company having objects altogether or in part similar to those of this company.
26. To create any depreciation fund, reserve fund, sinking fund, insurance fund, provident fund, Superannuation fund or any other special or other fund, whether for depreciation or for repairing , improving, extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preference shares, workers" welfare or for any other purpose whatsoever conducive to the interests of the company.
27. To provide for the welfare of the employees or ex- employees of the company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus, or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions fund, or trusts and/or by providing or subscribing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the company shall think fit. ✓

28. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, reward and donations or holding exhibitions.
29. To remunerate servants of the company and other out of and in the proportion to the profits of the company or otherwise as may be thought fit.
30. To distribute any of the property of the company amongst the members in specie or in kind in the event of the winding up of the company.
31. To remunerate to (by cash or assets, or by the allotment of fully or partly paid shares, or by a call or option on shares and debentures of this or any other company, or in any other manner whether out of the company's capital or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to company, or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, or other securities of the company or for any other purpose which the company may think proper.
32. To procure the registration or other recognition of the company in any country, state or Place outside India and to establish and maintain local registers at branch places of Business in any part of the world.
33. To do all or any of the above things as principals, agents, contractors, or otherwise and by or through trustee or otherwise and either alone or in conjunction with others and to do all such things as are incidental or as the company may think conducive to the attainment of the above objects or any of them.
34. To do all such acts or deeds which may be considered necessary for furtherance of the main objects.

**Clause III C containing** "The other Objects of the company "containing sub-clause no. 7 to 46 shall stand deleted"

**Clause IV containing:** By replacing "The liability of the members is limited" to "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

**Clause VI, VII, VIII, IX** shall stand deleted in accordance with Table A set out under Schedule I to the Companies Act, 2013."

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and hereby authorized d to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Item no. 10: Approved the remuneration of Cost Auditor appointed for the financial year 2020-21 (Ordinary Resolution)**

**“RESOLVED THAT,** in accordance with the Provisions of section 148 and other applicable provisions if any of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. Aman Malviya & Associates, Cost Accountants, Lucknow, appointed as the Cost Auditor to conduct audit of Cost records maintained by the Company, at the remuneration approved by the Board of Directors on the recommendation on the Audit Committee plus goods and services tax, as applicable, and reimbursement of out-of-pocket expenses incurred for the financial year 2020-21 be and is hereby ratified.”

Place: Lucknow  
Date: 10.09.2020

For K.M Sugar Mills Limited



Pooja Dua  
(Company Secretary)