



K. M. SUGAR MILLS LTD.

Registered off : 11, MOTI BHAWAN, COLLECTORGANJ,
KANPUR, UTTAR PRADESH, INDIA-208 001

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 38th Annual General Meeting of the K. M. Sugar Mills Ltd. will be held at, Check Mate Banquet Hall, 7/17/12, Parwati Vagla Road, Tilak Nagar, Kanpur, on Friday 25th day of March, 2011 at 11:00 AM to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Directors' Report and Audited Profit & Loss Account for the year ended 30th September, 2010 and the Balance Sheet as at that date together with the Auditors thereon.
2. To appoint a director in place of Shri H. P. Singhania who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Shri R. S. Shukla who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Shri Satish Kumar Gupta who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Dr. Kirti Singh who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint a director in place of Shri Subhash Chandra Agrawal who retires by rotation and being eligible offers himself for re-appointment.
7. To appoint Auditors for the year 2010-11 and fix their remuneration. Present Auditor of the company, M/s Mehrotra & Mehrotra, Chartered Accountants, New Delhi, retire at this Annual General Meeting and are eligible for re-appointment.

"RESOLVED THAT pursuant to Section 224 of the Companies Act, 1956 M/s Mehrotra & Mehrotra, Chartered Accountants, New Delhi, the retiring Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Chairman/Managing Director of the Company in consultation with the Statutory Auditors."

By the Order of the Board
For K. M. Sugar Mills Ltd.

Sd/-
Akhilesh Kumar Singh
Company Secretary

Place : Lucknow
Dated : 14.02.2011



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Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. The proxy need not be member of the company. Proxy to be valid shall be deposited with company not later than 48 hours before the time for holding the meeting.
2. As per clause 49 (A) of the Listing Agreement with stock Exchanges, the brief resume, functional expertise of the directors proposed for reappointment is annexed.
3. The relevant Explanatory Statement pursuant to Section 173 of the companies Act, 1956, in respect of Special Business is annexed.
4. The register of Members and share transfer books of the Company will remain closed from Tuesday March 22nd, to Friday March 25st, 2011 (both days inclusive)
5. Shareholders are requested to intimate to the Company or to the Share Transfer Agent of the Company, M/s. Link Intime (India) Pvt. Ltd. (Formerly known as In Time Spectrum Registry Ltd), change if any, in their registered addressess.
5. Members are requested to bring their copies of the Report and Accounts to the meeting.
6. Members who require any information about the accounts to be explained in the meeting are requested to inform the Company about the intended query at least seven days in advance of the meeting.
8. Section 109A of the Companies Act, 1956, has extended nomination facility to individuals holding shares in Companies. Shareholders, in particular, those holding shares in single name, are requested to avail of the above facility by furnishing to the company the particulars of their nominations. Shareholders may please write to the company for the prescribed Nomination Form.

By the Order of the Board
For K. M. Sugar Mills Ltd.

Sd/-
Akhilesh Kumar Singh
Company Secretary

Place : Lucknow
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