

K.M.SUGAR MILLS LIMITED

Regd. Office: 11, Moti Bhawan, Collectorganj, Kanpur – 208 001

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 40th Annual General Meeting of the K. M. Sugar Mills Ltd. will be held at, Hotel Kahana Continental, Coca Cola Crossing Kanpur, on Friday 22nd day of March, 2013 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 2012 and the Balance Sheet as at that date together with the Auditors thereon.
2. To appoint a director in place of Mr. H. P. Singhania, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint a director in place of Mr. S. K. Gupta, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors for the year 2012-2013 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 the retiring Statutory Auditors M/s Mehrotra & Mehrotra (Firm Registration No 00226C) be and they are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors."

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

Sd/-

Rajeev Kumar
Company Secretary

Place: Lucknow

Dated: 11.02.2013

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 18th March, 2013 to 22nd March, 2013 (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 addresses.
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.

**INFORMATION PURSUANT TO CLAUSE 49 IV (G) OF THE LISTING AGREEMENT REGARDING
APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT OF A DIRECTOR.**

Sr. No.	Name of the Director	Date of Birth	Date of Appointment	Specialized	Qualification	Director Ship of Other Companies
1.	Mr. H. P. Singhania	15/12/1930	28/09/2000	Expertise in Sugar Industry	Graduate	He was a Board member of Bank of India, Ex-Vice president of BCCI, Marylebone Cricket Club, Lords, London
2.	Mr. S. K. Gupta	02/09/1947	29/12/2007	Consultant in Sugar Industry	Science graduate from the National Sugar Institute	Ex- Director of National Sugar Institute, Kanpur