

K.M.SUGAR MILLS LIMITED

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 41st Annual General Meeting of the K. M. Sugar Mills Ltd. will be held at its Registered Office at 11-Moti Bhawan, Collector Ganj, Kanpur-208001, on Saturday 22nd day of March, 2014 at 11:00 AM to transact the following business:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Directors' Report and Audited Profit & Loss Account for the year ended 30th September 2013 and the Balance Sheet as at that date together with the Auditors thereon.
2. To appoint a director in place of Mr. Sanjay Jhunjunwala, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint a director in place of Mr. Subhash Chandra Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. Mehrotra & Mehrotra, Chartered Accountants, New Delhi, retiring Auditors at this Annual General Meeting and are eligible for re- appointment for the year 2013-14 and fix their remuneration.
"RESOLVED THAT the retiring Statutory Auditors M/s. Mehrotra & Mehrotra (Firm Registration No 00226C) be and they are hereby re-appointed 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."

SPECIAL BUSINESS:-

5. To consider and if thought fit to pass with or without modification/(s), the following resolution as an Ordinary Resolution :-
"RESOLVED THAT pursuant to the provisions of section 257 and other applicable provisions of the Companies Act, 1956 and also terms and conditions of Corporate Debt Restructuring (CDR) Agreement with the Banks, the consent of the Company be and is hereby accorded for the appointment of Mr. P.N. Mathur as Nominee Director of the Company on behalf Punjab National Bank, being the lead Banker to CDR."

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

Sd/-
Rajeev Kumar
Company Secretary

Place: Lucknow
Dated: 08.02.2014

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 17th March, 2014 to 22nd March, 2014 (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.
7. 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/-
Rajeev Kumar
Company Secretary

Place: Lucknow
Dated: 08.02.2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no. 5.

Mr. P. N. Mathur was appointed as the Nominee Director of the Company in the meeting of the Board of Directors of the Company held on 10-08-2013, pursuant to Clause 41 of Annexure 1 of CDR letter of approval dated 27-03-2012. Mr. P.N. Mathur is Circle Head, Punjab National Bank, Lucknow Circle and has a vast experience in Banking services. His guidance and suggestions shall be in the interest of the Company. If his appointment as Director is confirmed by the Shareholders in the General Meeting, it would be beneficial to the Company. The Company has received a notice from a shareholder proposing his candidature as director in accordance with the provisions of Section 257 of the Companies Act, 1956. The resolution is recommended to the members for their approval as an Ordinary Resolution.

Memorandum of Interest :- None of the Directors except Shri P.N.Mathur is interested in item no.5.

K.M.SUGAR MILLS LIMITED

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NOTICE TO SHAREHOLDERS

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. Sanjay Jhunjhunwala	07/06/1975	24/12/2002		B.Com., M.B.A. from U.K.	'-Shri Shakti Credits Ltd., '-Progressive Dealer Pvt. Ltd., '- K.M. Vyapar Pvt. Ltd., '- Promising Logistic Pvt.Ltd., '- Jhunjhunwala Securities Pvt. Ltd., '- Mercury Properties Pvt. Ltd., '- Thermocraft (India) Pvt. Ltd., '- Prakash Properties Pvt. Ltd.,
2.	Mr. S.C. Agrawal	12/12/1960	28/09/2001		B.Sc. from the National Sugar Institute	

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

Rajesh Kumar
Company Secretary

Place: Lucknow
Date: 08.02.2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 17(2) OF THE COMPANIES ACT, 1956

Mr. P. N. Mathur was appointed as the Nominee Director of the Company in the meeting of the Board of Directors of the Company held on 10-08-2013 pursuant to Clause 4 of Annexure I of CDR letter of approval dated 23-03-2012. Mr. P. N. Mathur is Circle Head, Punjab National Bank, Ludhiana Circle and has a vast experience in Banking services. His guidance and suggestions shall be in the interest of the Company. His appointment as Director is confirmed by the Shareholders in the General Meeting, it would be beneficial to the Company. The Company has received a notice from a shareholder proposing his candidature as director in accordance with the provisions of Section 257 of the Companies Act, 1956. The resolution is recommended to the members for their approval as an Ordinary Resolution.

Memorandum of Interest: - None of the Directors except Shri P.N. Mathur is interested in item no. 5.