

# K W 2NG WIFT TIMITED

2008-2009 Annual Report



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### Forward Looking Statement

Statement in this report that describe the company's objectives, projections, estimates, expectations or predications of the future may be 'forward looking statements' within the meaning of applicable

securities laws and regulations. The Company cautions that such statements involve risk and uncertainty and that actual results could differ materially from those expressed and implied.



### Company Information

#### **BOARD OF DIRECTORS**

#### Chairman

L K Jhunjhunwala

#### Whole Time Director

Aditya Jhunjhunwala, *Managing Director* Sanjay Jhunjhunwala, *Joint Managing Director* Subhash Chandra Aggrawal, *Executive Director* 

#### Non Executive Director

H P Singhania S K Gupta Dr. Kirti Singh R. S. Shukla

#### **Company Secratary**

Ajay Mishra

#### **Auditors**

M/s MEHROTRA & MEHROTRA Chartered Accountants C-561, DEFENCE COLONY, NEW DELHI - 110 024

#### Bankers

STATE BANK OF INDIA PUNJAB NATIONAL BANK FEDERAL BANK LTD.

### Registered Office

11, Moti Bhawan, Collectorganj, . Kanpur U.P. - 208 001

#### **Corporate Office & Works**

Motinagar, Distt. Faizabad (U.P.) - 224 201

ompany information ..



### Directors' Report

#### To, The Members.

Your Directors have pleasure in placing the director's report along with the Audited Statement of Accounts for the financial year ended on 30th September, 2009.

#### Financial Performance

After two consecutive financial years of losses your company has earned net profit for the year Rs. 426.32 Lacs before tax. However that is not sufficient to cover the accumulated losses of the last two financial years. The details are as under:

#### (Rupees in Lacs)

|                                                 | 2008-09 | 2007-08 |
|-------------------------------------------------|---------|---------|
| Profit before interest, depreciation & tax      | 3203    | 1534    |
| Less: Interest                                  | (1196)  | (1029)  |
| Depreciation                                    | (1581)  | (1605)  |
| Profit before tax                               | 426     | (1100)  |
| Provision for taxation (including FBT)          | (2)     | (8)     |
| Provision for taxation (deferred)               | 36      | (111)   |
| Net Profit before extraordinary Items           | 460     | (1219)  |
| Add: Extra ordinary item                        | (39)    | 4       |
| Net Profit                                      | 421     | (1215)  |
| Add: Balance brought forward from Previous year | (2967)  | (1746)  |
| Transfer to Molasses Reserve Fund               | (2)     | (6)     |
| Amount available for Appropriation              | (2548)  | (2967)  |
| Transfer to general reserve                     | NIL     | NIL     |
| Balance carried to Balance Sheet                | (2548)  | (2967)  |

#### **Overall Performance**

For the year ended on 30th September, 2009 sales stood at Rs. 1511.18 Lacs (net of excise duty) against the Rs. 3133.80 (net of excise duty) of last year. The fall in sales is due to absence of opportunity for trading of sugar activities during the reported financial year. During the last financial year the company had done trading of sugar for Rs. 2200.33 Lacs whereas during the reported financial year trading activity was done only for Rs. 749.79 Lacs. Profit after interest and depreciation stood at Rs. 426 Lacs against the loss of Rs. 1215 Lacs in last year. Profit after tax for the year ended September 30, 2009 was Rs. 421 Lacs compared to loss of Rs. 1219 lacs of the previous year.

#### Dividend

Due to accumulated losses your directors have not declared any dividend for the financial year ended September 30, 2009.

#### Performance of Divisions

#### Sugar Division

Crushing season 2008-09 was one of the shortest seasons in the history of the Company from the point of view of the cane availability. The company has crushed only 32.74 Lacs qtl. and the season was ran only for 79 days. The other details are as under:

|                                      | Season 2008 -09    | Season 2007 -08 |
|--------------------------------------|--------------------|-----------------|
| Gross Working days                   | 79                 | 117             |
| Total Cane Crushed (qtls.)           | 327 <b>4866.32</b> | 5446995.57      |
| Average cane crushed per day (qtls.) | 4151 4.01          | 46555.52        |
| Average Recovery                     | 8.92%              | 9.50 %          |

#### Cane Management

Cane management is the most indispensable part of the whole sugar manufacturing process. The quality as well as price of sugar cane determines the prospects of the company. For the season 2008-09 State Advisory Price was higher at Rs. 140 in comparison of last season. Whereas the ground realities was much different and to achieve the optimum level of cane crushing your company paid incentive. In spite of that the company crushed merely 32.74 lacs qtl towards the end of the season, for which there were several reasons like untimely rains, shifting of farmers from cane crop to other crops and which reduced cane yield during the season 2008-09. Moreover, to meet the challenges of low sugar cane yield the company has started immense drive for cane development in the area by distributing pesticides, seeds, fertilizers etc. The results are overwhelming and we are expecting good sugar cane during the current season 2009-10.

#### Co-Generation:

Low cane crushing has also affected the power production during the crushing season 2008-09. The bagasse generated by the lower crushing was not enough to run the Co-Gen plant once the crushing was stopped. During the crushing season reported the capacity utilization was merely 46.58% as the company produced only 22079 MWh power and exported 19588 MWh to UPPCL.

#### Distillery

The year 2008-09 was not good for the distillery also. As the lower cane crushing not only affected the sugar division but all related activities. The distillery division was also no exception. Its performance was badly affected as the captive molasses was not available in required quantities. The price of molasses was also high leading to higher cost of production as the molasses price in open market peaked up to Rs. 500 per gtl.

#### **Auditors**

M/s. Mehrotra & Mehrotra, Chartered Accountants, New Delhi, Auditors of the Company retires at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. They have furnished a certificate to the effect that their proposed reappointment, if made, will be in accordance within the limits specified u/s 224 (1B) of the Companies Act, 1956.

#### **Auditors' Report**

The comments on the statement of account referred to in the report of the auditors are self-explanatory, and explained in the appropriate notes to the accounts.

#### **Directors**

At the ensuing Annual General Meeting Dr. Kirti Singh and Shri R. S. Shukla both are independent Directors of your Company are due to retire by rotation u/s 256 of the Companies Act, 1956. They are eligible for re-appointment and offer themselves for the same

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#### **Public Deposits**

During the year 2008-09 the company has not accepted any public deposits.

#### Listing Agreement

The equity shares of the company are listed with the Bombay Stock Exchange Limited and National Stock Exchange Limited. However, the National Stock Exchange Limited has suspended the trading on the basis of some non compliance of the Listing agreement. Although the company has completed all the compliances but the resumption of trading is awaited.

#### Directors' Responsibility Statement

In pursuance of sub-section (2AA) of Section 217 of the Companies Act, 1956, in respect of Directors' Responsibility Statement, the Board of Directors confirms:

- that in the preparation of the annual accounts for the year ended on September 30, 2009 the applicable accounting standard have been followed by the Company.
- (ii) that the directors of the company have selected such accounting policies, applied them consistently, made judgments estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year ended on that date.
- (iii) that the directors of the Company have taken proper and sufficient care for the maintenance of adequate accounting in accordance with provisions of the Companies Act, 1956, for safeguarding the assets of the company and for detecting fraud and other irregularities; and
- (iv) that the directors of the Company have prepared the annual accounts on a going concern basis.

# Conservation Of Energy, Technology Absorption and Foreign Exchange and Outgo

The particulars required under Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of the Board of Directors), Rules, 1988 are given in Annexure 1 and forms part of this Report.

#### Particulars of Employees

Particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended are given in 'Annexure 2' and forms part of this Report.

#### Corporate Governance

A separate section on 'Corporate Governance' including a certificate from the Auditors of the Company regarding the confirmation of the compliance of conditions of the Corporate Governance as stipulated under clause 49 of the Listing Agreement with Stock Exchanges is given in 'Annexure -3' and forms part of this report.

#### Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the business and operations of the company is attached to this report as 'Annexure-4'.

#### Research and Development

The details relating to Research and Development activities carried out by the company during the year are stated in Form B of the this report as required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

#### Industrial Relation

The industrial relations have been cordial at all plants of the Company during the year.

#### **Acknowledgments**

Your Directors place on record their acknowledgment and sincere appreciation of all the bankers and financial institutions for their continued assistance. They further appreciate and acknowledge with gratitude the co-operation and assistance received from all executives, staff and workmen of the Company.

# For and on behalf of the Board of K. M. Sugar Mills Ltd.

#### L. K. Jhunjhunwala Chairman

Date: 29.01.2010 Place: Lucknow

#### Annexure to the Directors Report

#### Annexure 1

Conservation of Energy, Technology Absorption and Foreign Exchange and Outgo

#### Form A

Disclosure of particulars with respect to conservation of Energy

| Particulars                                                                       | Units          | Current year<br>ended at 30<br>September,<br>2009 | Previous year<br>ended at 30<br>September,<br>2008 |     |
|-----------------------------------------------------------------------------------|----------------|---------------------------------------------------|----------------------------------------------------|-----|
| Electricity                                                                       |                |                                                   |                                                    |     |
| Purchased Unit                                                                    | Kwh            | 298612.38                                         | 2245200                                            |     |
| Total Amount                                                                      | Rs.            | 3250990.4                                         | 6735600                                            | ٦   |
| a)Own Generation i) Through Diesel Generation Units per litre of diesel kwh/litre | Kwh<br>ltr/kwh | 15822<br>0.27                                     | 0.28 ltr/kwh                                       |     |
| ii) Through Steam Turbine generation<br>Kg of Bagasse required kwh                | Kwh<br>Kg/kwh  | 28308150<br>1.9 <del>5</del>                      | 2.1 kg/kwh                                         |     |
| ii) Total units Generated<br>Total Cost/ Unit                                     | Kwh<br>Rs./kwh | 28323972<br>3.44                                  | 2.44 Rs./kwh                                       | *** |







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# K.M.SUGAR MILLS LIMITED



Disclosure of particulars with respect to Technology Absorption Research & Development (R&D)

| 1. | Specific areas in which R & O carried out by the Company                                                                           | · Mill House and Boiling House                                                                                                                                                                          |
|----|------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. | Benefits derived as results of the above R&D                                                                                       | · As per detail given below                                                                                                                                                                             |
| 3. | Further plan of action                                                                                                             | (a) Conversion of 4Mill Rollers' pitch from 35 to 50 mm     (b) Expansion for 10,000 TCD     (c) Steam Economy equipments for Boiling House     (d) Modification in 100 TPH Boiler for coal firing also |
| 4. | Expenditure on R & D i) Capital ii) Recurring Expenditure iii) Total iv) Total R & D expenditure as a percentage of total turnover | 30 Lac<br>20 Lac<br>50 Lac<br>0.32%                                                                                                                                                                     |

II. Technology absorption, adaptation and innovation: (A) Mill House

1. Cane Unloader.

Hydraulic grab pumps suction line modified.

#### Benefit

Hydraulic pumps failure stopped and improved the unloader's working

2. Preparatory Device

8 Nos Chopper Knives increased from 52 to 60 Nos, with 60 mm extra length of knives from 480 to 540

Clearance in between knives and slates reduced 100 mm

#### Benefit

- (a) Head on cutter load reduced
- (b) P.I. Improved from chopper
- (c) Cane jamming problems stopped
- (d) Cane crush rate increased
- Milling Station
- (a) Top roller scrapper lever design changed
- (b) Mill bye pass chute modified

#### **Benefits**

- (a) After changing scrapper lever design the failure of scrapped stopped
- (b) Top roller, scrapper,etc, visibility improved and rollers are smoothly arching

#### (B) Boiling House

1. Steam Saving

Pan washing, chemical boiling and molasses conditioning adopted by 1st vapour instead of exhaust steam.

#### Benefit

Steam saving in house 1% on Cane.

2. Vapour Line Juice Heater.

Vapour line juice heater vapour inlet area increased.

#### Benefit

Velocity at inlet point reduced which avoided damage of tubes

Foreign Exchange earnings & Outgo

| í)   | Activities relating to exports initiative taken to increase exports       |     |
|------|---------------------------------------------------------------------------|-----|
| ii)  | Development of new export market for product and services and export plan | NIL |
| iii) | Total foreign exchange earnings (Rs. Lacs)                                | NIL |
| iv)  | Used (Rs. Lacs)                                                           | NIL |
|      |                                                                           |     |

#### Annexure 2

Information pursuant to section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Director's Report for the year ended September 30, 2009.

A. Employed throughout the financial year and were in receipt of remuneration in aggregate of not less than Rs. 24,00,000 per annum.

| SIN | lame | Age | Desi | gnation | quali | fication | exp | erience | Date        | ď     | Remu   | ineration | Pres | ious   |
|-----|------|-----|------|---------|-------|----------|-----|---------|-------------|-------|--------|-----------|------|--------|
|     | -7   | Yrs |      |         |       |          | (m) | ears)   | com         | nence | Rs. Ir | Lacs      | emp  | loymer |
|     |      | ١ ١ |      |         |       |          |     |         | nieni<br>of |       |        |           |      |        |
|     |      |     |      |         |       |          | 164 |         | empk        | yment |        |           | 1    |        |
|     |      |     |      |         | NII   |          |     |         |             |       |        |           | 1    |        |

A. Employed for part of the financial year and were in receipt of monthly remuneration of not less than Rs. 2,00,000.

|   | SI | Name | Age | Desi | gnation | qual | ification | experien  | æ | Date of        | Ramuner    | ation | Previous<br>employment |
|---|----|------|-----|------|---------|------|-----------|-----------|---|----------------|------------|-------|------------------------|
| à | 1  |      | Yrs | 2    |         |      |           | (in years |   | commence       | Rs. In Lai | :8    | employment             |
| Ÿ |    |      |     | 2.34 | 5.      |      |           | 1000      |   | nent           | 44         | . 53  | A.                     |
|   |    |      |     |      |         |      |           |           |   | a<br>Molovment |            |       |                        |
|   |    |      |     |      |         | MIII |           |           | • |                |            | ••••• |                        |

For and on behalf of the Board of

K. M. Sugar Mills Ltd.

Date: 29.01.2010 Place: Lucknow L. K. Jhunjhunwala Chairman





#### Annexure 3

#### Directors' Report on Corporate Governance

#### 1. Company's Philosophy on Code of Governance

The Directors present the report on Corporate Governance for the year ended on 30th September 2009. The Company has developed good Corporate Governance in order to fulfill its social and corporate responsibility towards its stakeholders, which is based upon the principles of monitoring, accountability, growth oriented approach, trusteeship, corporate citizenship and environmental consciousness. The Company maintains the highest level of transparency and accountability in all its interaction with its stakeholders, government, its employees and lenders. The Board of the Company acknowledges its responsibility towards its stakeholders for servicing and protection of long-term interest of all the stakeholders.

The management of the Company follows the policies of compliance, protection of rights and interest of the stakeholders, equality in dealing with all the shareholders, and acts as a trustee of the shareholders' capital. The Company also maintains the effective internal and external communication and makes timely disclosures. The Company authorizes the Board to evaluate and review the operations conducted by the Company and to take the decisions and improve returns of the stakeholders.

#### 2. Board of Directors

At present, the Company is having an appropriate mix of Executive and Independent Directors to maintain the independence of the Board of the Company. As on 30th September, 2009, the board consist of eight directors; out of which four are executive directors and four are non-executive directors. Executive directors consist of Chairman, Managing Director, Joint Managing Director and Executive Director. The present mix of the Board of the Company is as under:

- Three Promoters, Executive Directors
- One Non-Promoter, Executive Director.
- Four Independent, Non-Executive Directors.

During the year ended on 30th September, 2009, four Board meetings were held on 30.12.2008, 30.01.2009, 30.04.2009 and 30.07.2009. As on 30th September the composition of the Board of Directors, the number of other board of directors or Board committees of which they are member or chairperson and the attendance of each director at these board meeting and the last Annual General Meeting are as under:

| Name of director          | Category                          | No, of other<br>directorships<br>(Public<br>Limited<br>Company) | No. of<br>Chairmanship/<br>Membership<br>on other Board<br>Committees | No. of<br>Board<br>Meeting<br>attends | Attendance<br>at last<br>AGM |
|---------------------------|-----------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|------------------------------|
| 1. L. K.<br>Jhunjhunwala  |                                   | -                                                               | -                                                                     | 4                                     | 1                            |
| 2. Aditya<br>Jhunjhunwala |                                   | 2                                                               | 1                                                                     | 4                                     | -                            |
| 3. Sanjay<br>Jhunjhunwala |                                   | •                                                               | 1                                                                     | 3                                     | 1                            |
| 4, S. C.<br>Agarwal       | Independent,<br>Executive         | •                                                               | *                                                                     | 4                                     | •                            |
| Singhania                 | Independent,<br>Non-<br>executive | 1                                                               | 3                                                                     | 4                                     | 1                            |
| 6. Dr. Kirti<br>Singh     | Independent,<br>Nan-<br>executive | **                                                              | *                                                                     | 2                                     | -                            |
| 7. R. S.<br>Shukia        | Independent,<br>Non-<br>executive | •                                                               | 2                                                                     | 3                                     |                              |
| 8, S. K. Gupta            | Independent,<br>Non-<br>executive |                                                                 | 2                                                                     | 4                                     |                              |

#### **Board Procedure**

The Board Meeting of the Company held at least once in each quarter in order to review the quarterly performance and the financial results. The intimation of the Board Meeting is given to the members of the Board at least seven clear days before the date of the Board Meeting in writing and over the phone as well. The agenda of the meeting and the relevant notes are sent to each director in advance and only in exceptional circumstances it is tabled at the meeting. All the items of agenda are accompanied with detailed notes providing information on the related subject.

The information as per Annexure I to clause 49 of the listing agreement is regularly made available to the members of the Board.

The members of the Board are informed at every meeting about the overall performance of the company during the quarter, which enable the Board to discharge their duties and responsibilities more efficiently. Apart from the matters statutorily requiring board's approval, all other major decision including policy formulation, capital expenditure budgets, new investments, compliance with statutory / regulatory requirements are also considered by the Board.

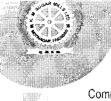
The Minutes of the Board Meeting are circulated to all the members of the board in advance and are confirmed at subsequent Board Meeting.

During the year Four Board meetings were held. The details are as follows:-

|    | Date of Board Meeting | Board Strength | Directors Present                       |
|----|-----------------------|----------------|-----------------------------------------|
|    | 30.12.2008            | 8              | 8                                       |
|    | 30.01.2009            | 8              | 7                                       |
|    | 30.04.2009            | 8              | 6                                       |
|    | 30.07.2009            | 8              | 6                                       |
| 47 | A                     |                | *************************************** |

# Details of the director seeking reappointment at the Annual General Meeting

In respect of appointment or reappointment of directors, all the relevant information is given in the notice for Annual General Meeting including brief resume of the Directors, nature of their expertise in any specific area and name of the companies in which they are director and member of any Board



Committee.

#### 3. Board Committees

The Board has constituted three committees, the Audit Committee, the Remuneration Committee and Investor Grievance Committee, the Company Secretary of the Company acts as the Secretary to all the Committees.

The quorum for the meetings is either two or one-third of the members of the committees, whichever is higher.

#### **Audit Committee**

The Audit Committee comprises of four directors out of which three are Non-Executive Independent Directors. Mr. H. P. Singhania acts as the chairman to the Committee. The Chief Financial Officer, the External and Internal Auditors are the regular invitees.

During the year Four meetings of the company were held on 30.12.2008, 30.01.2009, 30.04.2009 and 30.07.2009. The details are as follows:

| SI<br>no. | Name of the Member                    | Position | Number of meetings attended |
|-----------|---------------------------------------|----------|-----------------------------|
| 1         | Mr. H. P. Singhania                   | Chairman | 4                           |
| 2         | Mr. R. S. Shukla                      | Member   | 3                           |
| 3         | Mr. Sanj <mark>ay</mark> Jhunjhunwala | Member   | 3                           |
| 4         | Mr. S. K <mark>.</mark> Gupta         | Member   | 4                           |

#### Terms of Reference and Powers:

All the members of the Committee have sound knowledge of finance and accounts. The terms of reference and powers of the audit committee covers areas mentioned under clause 49 of the listing agreement and section 292A of the Companies act, 1956 (hereinafter referred as "the act")

Further, the Committee oversee Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

Recommend the appointment and removal of external auditor, fixing audit fees and also approval for payment for any other services.

Review the quarterly, half yearly annual financial statements with the management before submission to the Board.

Review the external and internal auditors, and adequacy of internal control system with the management,

Review the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

Discuss any significant findings with the internal auditors and follow up thereon.

Review the findings of any internal investigation by the Internal Auditors into matters where there is suspected fraud.

Discussion with External Auditors before the commencement of Audit about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

Review of company's financial risk management policies also to look into the reasons for substantial defaults in payments to depositors, shareholders and creditors,

#### **Remuneration Committee**

The Remuneration Committee comprises of three directors, and all the three directors are non executive independent directors. Mr. H. P. Singhania acts as the chairman of the committee. During the year 4 meetings of the Committee were held on 30.12.2008, 30.01.2009, 30.04.2009 and 30.07.2009. The details are as follows:

| SI<br>no. | Name of the Member  | Position | Number<br>of<br>meetings<br>held | Number<br>of<br>m eatings<br>attended |
|-----------|---------------------|----------|----------------------------------|---------------------------------------|
| 1.        | Mr. H. P. Singhania | Chairman | 4                                | 4                                     |
| 2.        | Mr. R. S. Shukla    | Member   | 4                                | 3                                     |
| 3,        | Mr. S. K. Gupta     | Member   | 4                                | 4                                     |

#### Remuneration Policy

The remuneration as applicable to executive/non-executive directors provides for the following:

#### Non-Executive Directors

The remuneration to the non-executive directors is decided and approved by the Board of Directors of the Company unanimously. The sitting fees paid to the non-executive directors is Rs. 5000/- for each Board meeting and each meeting of any Board Committee attended by them.

#### **Executive Directors**

The executive directors are paid remuneration as decided and recommended by the remuneration committee to the Board of Directors. The remuneration package for the Chairman, Managing Director, Jt. Managing Director & Executive Directors is subject to the limit prescribed under the Companies Act, 1956.

The remuneration paid to the directors during the year, ending on 30th September, 2009 is as under:

| Name                | Salary<br>Allowance | & Perquisites & other profits | incentive<br>and Bonus<br>paid | Sitting fees |
|---------------------|---------------------|-------------------------------|--------------------------------|--------------|
| L. K. Jhujhunwala   | 22.25,000           | 2,86,328                      | NIL.                           | NIL          |
| Aditya Jhunjhunwala | 12.00,000           | 6,43,065.50                   | NL.                            | NL           |
| Sanjay Jhujhunwala  | 12,00,000           | 6,43,065.50                   | NL                             | NIL          |
| S. C. Agarwal       | 6,30,000            | 33,000                        | NL                             | NIL          |
| H. P. Singhania     |                     |                               | NL                             | 20000        |
| R. S. Shukla        | -                   |                               | NL                             | 15000        |
| Dr. Kriti Singh     | -                   |                               | NL                             | 10000        |
| S. K. Gupta         |                     |                               | NL                             | 20000        |

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The shareholders' Grievance Committee comprises of four directors out of which one executive and three non- executive Independent Directors.

During the year, 4 meetings of the Committee were held on 30.12.2008, 30.01.2009, 30.04.2009 and 30.07.2009. The details are as follows:

| SI<br>no. | Name of the Member     | Position | Number<br>of<br>meetings<br>held | Number<br>of<br>meetings<br>attended |
|-----------|------------------------|----------|----------------------------------|--------------------------------------|
| 1         | Mr. H. P. Singhania    | Chairman | 4                                | 4                                    |
| 2         | Mr. R. S. Shukla       | Member   | 4                                | 3                                    |
| 3         | Mr. S. K. Gupta        | Member.  | 4                                | 4                                    |
| 4         | Mr. Aditya Jhujhunwala | Member   | 4                                | 4                                    |

#### General Body Meeting

Day, date, time and venue of the Annual General Meeting

Day & Date: Friday, March 08, 2010.

Time: 11.00 AM

Venue: Check Mate Banquet Hall, 7/17/12, Partvati Vagal Road,

Tilak Nagar, Kanpur, Uttar Pradesh-208001

Dates of Book Closure:

Thursday February 25, 2010.

The details of the last three Annual General Meetings are as

follows:-

| Financial<br>Year | Day & Date               | Location                                                                               | Time       |
|-------------------|--------------------------|----------------------------------------------------------------------------------------|------------|
| 2005-06           | Monday<br>26.02.2007     | Check Mate, Banquet hall,<br>7/17/2 Parvati Vagla Road,<br>Tilak Nagar, Kanpur -208001 | 11:00 A.M. |
| 2006-07           | Wednesday,<br>26.03.2008 | Check Mate, Banquet hall,<br>7/17/2 Parvati Vagla Road,<br>Tilak Nagar, Kanpur -208001 | 11.00AM    |
| 2007 -08          | Thur sday<br>26.03.2009  | Check Mate, Banquet hall,<br>7/17/2 Parvati Vagla Road,<br>Tilak Nagar, Kanpur -208001 | 11.00AM    |

#### **Extra ordinary General Meeting**

No Extra ordinary General meeting was held during the year.

#### **Postal Ballot**

No resolution was passed through postal ballot during the year.

#### Disclosures

#### a) Related Party Transaction

There are no transactions of the Company with promoters, directors, management, subsidiaries or relatives etc. which is of material nature, having potential conflict with the interest of the Company at large.

#### b) Disclosure of accounting treatment

The financial statements are prepared under the historical cost convention and have been prepared in accordance with the applicable mandatory accounting standards prescribed by The Institute of Chartered Accountants

of India and relevant presentational requirements of the Act. **Communication** 

The quarterly and annual results of the Company are published in prominent newspapers viz. Business Standard and Aaj/other local paper The results are sent to stock exchanges, immediately after approval of the board. The Company has its website www.kmsugar.com, which provides the Comprehensive details of the operations of the Company. The management discussion and analysis report forms a part of the annual report.

#### Listing on Stock Exchanges

| Equity Shares |                            | Equity Shares                                                                                                                                                               |  |  |  |
|---------------|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
|               | ebhoy<br>Street,<br>91-22- | National Stock Exchange of India<br>Limited, Exchange Plaza, Bandra<br>Kurla Complex, Mumbai.<br>Tel: 91-22-26598100<br>Fax: 91-22-26598237/38<br>Website: www.nseindia.com |  |  |  |

Listing fees for the financial year 2008-09 has been paid to all the concerned stock exchanges by the Company.

#### Depositories:

#### 1. National Securities Depository Ltd.,

Trade Worlds, 4th floor, Kamala mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013

#### 2. Central Depository Services (India) Ltd.,

Phiroze Jeejeebhoy Towers,

17th floor, Mumbai 400023

#### Compliance officer

Mr. Ajay Misra is the Compliance Officer of the Company.

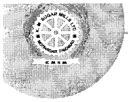
#### Registerar & Share Transfer Agent

Link Intime (India) Pvt. Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai-400078

#### Stock Market Data

|                             | Quotatie     | on at BSE |         | Quotation at NSE |       |         |
|-----------------------------|--------------|-----------|---------|------------------|-------|---------|
| Month                       | High         | Low       | Closing | High             | Low   | Closing |
| October 08                  | 19.15        | 10.70     | 11.10   | 18.45            | 11.95 | 11.95   |
| November 08                 | 12.00        | 9.01      | 9.30    | 12.05            | 10.00 | 10.00   |
| December 08                 | 11,92        | 8.10      | 11.02   | 11.55            | 9.80  | 11.20   |
| January 09                  | 12.38        | 8.95      | 9.68    | 12,45            | 8.85  | 9.80    |
| February 09                 | 10.22        | 7.90      | 8.12    | 10.55            | 8.40  | 8.85    |
| March 09                    | 10.50        | 7.75      | 8.72    | 10.50            | 8.00  | 8.60    |
| April 09                    | 14.24        | 8.80      | 14.24   | 14.70            | 8.80  | 14.40   |
| May 09                      | 27.20        | 14.00     | 25.89   | 16.75            | 14.00 | 16.05   |
| June 09                     | 27.25        | 20.25     | 21.30   |                  | *     | -       |
| July 09                     | 23.25        | 17,00     | 18.75   | ~                | ~     | -       |
| August 09                   | 29.10        | 18.90     | 22.45   | *                | •     |         |
| September 09                | 24.70        | 19.65     | 20.90   | -                |       | -       |
| distribution and the second | <del> </del> |           | ····    |                  |       |         |





Shareholding pattern as on September 30, 2009

| Category of Shareholder                                                                      | No. of Share<br>holders | Total no. of<br>Shares | Total no. of Shares<br>held in de<br>matearialized<br>form | Total Sahreholding as a % of total No. of Shares |
|----------------------------------------------------------------------------------------------|-------------------------|------------------------|------------------------------------------------------------|--------------------------------------------------|
| A)Shareholding of Promoter &<br>Promoter Group<br>i)Indian Promoter<br>ii) Foreign Promoters | 17<br>NIL               | 12,343,711<br>NIL      | 343711<br>NIL                                              | 67.09%<br>NIL                                    |
| B) Public Shareholding i) Institutions  > Financial institution/banks ii) Non-institution    | NL                      | NIL .                  | NIL                                                        | NIL.                                             |
| → Bodies corporate → Individuals                                                             | 272                     | 1,607,824              | 1,607.823                                                  | 8.74%                                            |
| Holding nominal Share Capital upto Rs. 1 lacs                                                | 8,809                   | 2,728,722              | 2,728,517                                                  | 14.83%                                           |
| Holding Nominal Share capital more than Rs.1 lacs                                            | 26                      | 12,45,435              | 12,45,435                                                  | 6.76%                                            |
| → Trust                                                                                      | *                       |                        | ·                                                          | •                                                |
| → Non- Resident Indian                                                                       | 77                      | 35,030                 | 35,030                                                     | 0.19%                                            |
| → Clearing members                                                                           | 19                      | 6,099                  | 6,099                                                      | 0.03%                                            |
| → HUF                                                                                        | 291                     | 433,213                | 433,213                                                    | 2.35%                                            |
| TOTAL                                                                                        | 9,511                   | 18,400,034             | 6,399,828                                                  | 100,00%                                          |

#### **Demat of Shares**

The trading of the Company's equity shares falls under the category of compulsory delivery in dematerialized mode and are available for trading on both the depository system of India, National Securities Depository Ltd. and Central Depository Services (India) Ltd.

#### Share Transfer System

A valid share transfers are normally affected within maximum of 30 days from the date of receipt.

#### Distribution of Shareholding

| Category (Amount) | No.of<br>Share<br>holders | %      | Physical  | NSDI<br>Demat | CDSL<br>Demat | Total No. of<br>Shares | %               |
|-------------------|---------------------------|--------|-----------|---------------|---------------|------------------------|-----------------|
| Upto- 2,500       | 6931                      | 72.874 | 2060      | 5214910       | 2365140       | 7582110                | 4.121           |
| 2,501-5,000       | 1352                      | 14.215 | NIL       | 3440350       | 2029040       | 5469390                | 2.972           |
| 5,001-10,000      | 662                       | 6.960  | NIL       | 3165910       | 2353060       | 5518970                | 2.999           |
| 10,001-20,000     | 285                       | 2.997  | NIL       | 2650550       | 1796610       | 4447160                | 2.417           |
| 20,001- 30,000    | 100                       | 1.051  | NIL       | 1575910       | 994360        | 2570270                | 1.397           |
| 30,001- 40,000    | 50                        | 0.526  | 36000     | 1226880       | 552060        | 1814940                | 0.986           |
| 40,001- 50,000    | 32                        | 0.336  | NIL       | 755280        | 750570        | 1505850                | 0.818           |
| 50,001- 1,00,000  | 38                        | 0.400  | NIL       | 1809010       | 1093940       | 2902950                | 1.578           |
| 1,00,001& Above   | 61                        | 0.641  | 119964000 | 21668260      | 10556440      | 152188700              | 82.7 <b>1</b> 1 |
| TOTAL             | 9511                      | 100.00 | 120002060 | 41507060      | 22491220      | 184000340              | 100.00          |

#### **Plant Location**

Unit: Sugar, Cogeneration, Distillery, District Faizabad, Uttar Pradesh.

#### Non-Mandatory Requirements

Non-Mandatory requirement has not been adopted by the Company.