

## NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Company will be held on Friday, 23<sup>rd</sup> September, 2022 at 12.00 Noon through Video Conferencing / Other Audio Visual Means to transact the following business (es):

### ORDINARY BUSINESS(ES):

#### 1. Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 including the audited Balance Sheet as at 31<sup>st</sup> March, 2022, Profit & Loss Statement for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of Final Dividend on Preference Shares for the Financial Year ended March 31, 2022

- To declare Final Dividend on 6.50% Non-Cumulative Redeemable Preference Shares (NCRPS) of Face Value of Rs. 100/- (Rupees One Hundred Only) for the Financial Year ended March 31, 2022.
- To declare Final Dividend on 10.00% Non-Cumulative Redeemable Preference Shares (NCRPS) of Face Value of Rs. 100/- (Rupees One Hundred Only) for the Financial Year ended March 31, 2022.

#### 3. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2022

To declare Final Dividend on Equity Shares at the rate of 20% [i.e. Rs. 2.00/- (Rupees Two Only) per Equity Share of Face Value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2022.

#### 4. Re-appointment of Mr. Gurbachan Singh Matta (DIN: 02612602) as a Director liable to Retire by Rotation

To re-appoint Mr. Gurbachan Singh Matta (DIN: 02612602), who retires by rotation and is eligible for re-appointment.

#### 5. Appointment of M/s B. K. Kapur & Co., Chartered Accountants as Statutory Auditors

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(S)**:-

**"RESOLVED THAT** pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No.000852C) be and are hereby

appointed as Statutory Auditors of the Company, in place of M/s SSVS & Co., Chartered Accountants (Firm Registration No. 021648C, the retiring statutory auditor, to hold office from the conclusion of 27<sup>th</sup> Annual General Meeting until the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2027 at a remuneration to be fixed by the Board of Directors on the recommendation of Audit Committee plus applicable taxes thereon and reimbursement expenses, if any, incurred by them in connection with the Audit."

### SPECIAL BUSINESS(ES):

#### 6. Appointment of Mr. Ravi Kumar (DIN: 02362615) as an Independent Director

To consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION (S)**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of Articles of Association of the Company, Mr. Ravi Kumar (DIN: 02362615), who was appointed as an Additional Director w.e.f. 10<sup>th</sup> August, 2022 in terms of Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Ravi Kumar for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for the period of five years commencing from 10<sup>th</sup> August, 2022 to 09<sup>th</sup> August, 2027 and whose period of office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

#### 7. Remuneration of Cost Auditor

To consider and if thought fit, to pass with or without modifications, the following resolutions as an **ORDINARY RESOLUTION (S)**:-

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if

## NOTICE OF AGM

any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses for the Financial Year 2022-23 as approved by the Board of Directors on the recommendation of Audit Committee, to be paid

**By Order of the Board  
For Uttam Sugar Mills Limited**

**(RAJESH GARG)  
JOINT COMPANY SECRETARY & COMPLIANCE OFFICER  
Membership No. FCS5841**

**Place : Noida  
Date : 10<sup>th</sup> August, 2022**

### **NOTES:**

1. An Explanatory Statement setting out all material facts relating to special business contained in item No. 6 & 7 as required under Section 102 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
2. In view of COVID-19 pandemic outbreak, Ministry of Corporate Affairs allowed conducting of Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the requirement of personal presence of the members at the meeting. Accordingly, 27th Annual General Meeting (AGM) of the members will be held through VC/OAVM as allowed by the Ministry of Corporate Affairs through various circulars viz Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular no. 02/2021 dated January 13, 2021, Circular no. 21/2021 dated December 14, 2021 and Circular no. 03/2022 dated May 05, 2022, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM.
3. Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 29 and also available at the Company's website at [www.uttamsugar.in](http://www.uttamsugar.in).
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. Corporate Members intending to allow their authorised representatives to attend the Meeting through VC/ OAVM are requested to send to the Company certified true copy of the Board Resolution authorizing their authorized signatory (ies) to attend and vote on their behalf at this Annual General Meeting by e-mail to [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in).
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday,

17<sup>th</sup> September, 2022 to Friday, 23<sup>rd</sup> September, 2022 (both days inclusive).

9. Any information relating to Accounts and/or matters to be placed at AGM must be sent to Company's email id [i.e.investorrelation@uttamsugar.in](mailto:i.e.investorrelation@uttamsugar.in).
10. The Company has paid the Annual Listing Fees for the year 2021-22 to the following Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on which the Company's Securities are presently listed.
11. The Board of Directors in their meeting held on 16<sup>th</sup> May, 2022 had recommended final Dividend on the Preference shares and Equity shares of the Company for the financial year 2021-22. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made by Saturday, 22<sup>nd</sup> October, 2022 as under:
  - To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on **Friday, 16<sup>th</sup> September, 2022**.
  - To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, 16<sup>th</sup> September, 2022**.
12. Payment of Dividend will be paid through Reserve bank approved electronic mode (such as NECS, ECS, NEFT, RTGS). In case dividend cannot be paid through the electronic mode, it will be paid through dividend warrants/ demand drafts.
 

In cases where the payments to the members holding shares in dematerialized form are made by dividend warrants/demand draft, particulars of bank account registered with their Depository Participants will be considered by the Company.
13. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Income Tax Act, 1961. It is to be noted that dividend for the Financial Year 2021-22 is subject to declaration by the Members in the AGM.

Upon declaration, this dividend will be taxable in the hands of the shareholders in the Financial Year 2022-23 (Assessment Year 2023-24). Accordingly, all the details and declarations are required to be furnished for Financial Year 2022-23 (Assessment Year 2023-24). Kindly note that the aforesaid documents, duly executed, can be sent to the company as under:

- A) Executed documents can be sent through email at [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in)
- B) Executed documents (in original) can be sent directly at the Corporate Office of the Company situated at A-2E, 3<sup>RD</sup> Floor, CMA Tower, Sector -24, Noida – 201 301.

The aforesaid executed documents must reach the Company on or before September 16, 2022 in order to enable the Company to determine and deduct appropriate TDS/withholding tax on payment of dividend. It is to be duly noted that the Members sending documents through email are also required to send the executed documents (in original) at the Corporate Office of the Company.

14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
15. In accordance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated 7<sup>th</sup> September 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from 1<sup>st</sup> April 2021. Hence, no transfer of shares in physical form are allowed.
 

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

  - i. Issue of duplicate share certificate
  - ii. Claim from unclaimed suspense account
  - iii. Renewal/Exchange of securities certificate

- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of Link Intime India Private Limited, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

**Members holding shares in physical form are requested to dematerialize their holdings at the earliest.**

- 16.** The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1<sup>st</sup> January 2022, any service requests or complaints received from the member, will not be processed by RTA on or after 1<sup>st</sup> April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN, submit ISR-1;
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address : submit ISR-1;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code : submit ISR-1;
- v. Specimen signature : submit ISR-1.
- vi. Any cancellation or change in nomination shall be provided in Form No. SH-14

All of above required documents/details shall be provided to Company/RTA at [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in) and [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) and send

the documents at the address of registered office of the company or RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the RTA website i.e. [www.linkintime.co.in](http://www.linkintime.co.in)

A separate communication has already been sent to the respective shareholders.

- 17.** The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Company's RTA
- 18.** Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to our RTA for consolidation into a single folio.
- 19.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/bank details or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

**PROCEDURE FOR DISPATCH OF ANNUAL REPORT AND REGISTRATION OF EMAIL ID**

- 20.** Pursuant to the circulars issued by Ministry of Corporate Affairs (MCA), the Notice of AGM alongwith Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Please take note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company i.e. [www.uttamsugar.in](http://www.uttamsugar.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 21.** As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to register/update their email address with depository if they are holding shares in demat mode or to the Registrar & Share Transfer Agent of the Company

viz. Link Intime India Private Limited, if they are holding shares in physical mode in order to receive the various Notices and other Notifications from the Company in electronic form.

#### **DETAILS ABOUT REMOTE E-VOTING AND VC/OAVM ARE AS UNDER:-**

22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is to provide facility of voting through electronic means i.e. remote e-voting in respect of the business(es) to be transacted at the 27<sup>th</sup> Annual General Meeting (AGM) as well as e-voting system on the date of the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
23. The remote e-voting period commences on Monday, 19<sup>th</sup> September, 2022 (9.00 am) and ends on Thursday, 22<sup>nd</sup> September, 2022 (5.00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. Friday, 16<sup>th</sup> September, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
24. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date i.e. Friday, 16<sup>th</sup> September, 2022. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
25. The facility for voting through e-voting system shall also be made available at the Meeting & Members attending the meeting who has not already cast their vote by remote e-voting shall be able to vote at the meeting through e-voting.

26. Further, the company has engaged NIVIS CORP SERVE LLP for providing video conferencing system through cisco webex and e-voting services through NSDL. In case any member required any assistance in respect of e-voting or joining of Meeting through VC/OAVM can contact at following:-
  - Ms. Swapnil,
  - Nivis Corpserve LLP,
  - Contact No. 011-45201005,
  - email id [info@nivis.co.in](mailto:info@nivis.co.in).
27. Mr. Naveen Kumar Rastogi, Practicing Company Secretary (Membership No. 3685) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
28. The results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's corporate website i.e. [www.uttamsugar.in](http://www.uttamsugar.in) under the section 'Investors Lounge' and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Such results will also be forwarded to the National Stock Exchange of India Limited & BSE Limited.

#### **PROCESS AND MANNER OF REMOTE E-VOTING AND EVOTING DURING THE AGM**

29. **The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

**Step 1:** Access to NSDL e-Voting system

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system.

**Details on Step 1 are mentioned below**

- (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the following steps:-</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>"IDeAS"</b> section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.</li> </ol>
	<ol style="list-style-type: none"> <li>5. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; e-voting during the meeting.</li> </ol> <p><b>If you are not registered, follow the following steps:-</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in 1 to 5 at point A.</li> </ol> <p><b>B. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under <b>'Shareholder/Member'</b> section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; e-voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com">https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of ESP i.e. <b>NSDL portal</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting..</li> </ol>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or NIVIS CORP SERVE LLP at <a href="mailto:info@nivis.co.in">info@nivis.co.in</a> or at 011-45201005
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 or NIVIS CORP SERVE LLP at <a href="mailto:info@nivis.co.in">info@nivis.co.in</a> or at 011-45201005

**B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are mentioned below**

(How to Cast your vote electronically and join General Meeting on NSDL e-Voting system)

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page open.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories / Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

Shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing below mentioned documents.

1. In case shares are held in physical mode, please send duly signed request with scanned copy of any one share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in) with subject line "LOGIN DETAIL REQUIRED FOR AGM OF FOLIO NUMBER :- MENTION FOLIO NUMBER).
2. In case shares are held in demat mode, please update/register your email id with your depository participant and send updated copy of client master report at [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in) with subject line "LOGIN DETAIL REQUIRED FOR AGM OF DPID-CLID MENTION DPID-CLID).  
If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**30. GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to



- send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [naveen@nkrassociate.com](mailto:naveen@nkrassociate.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990 and 1800-22 44-30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Nivis Corpserve LLP, Ms. Swapnil at [info@nivis.co.in](mailto:info@nivis.co.in), or may call at 011-45201005.
  4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company after the notice is send through e-mail and holding shares as on the cut-off date i.e. Friday, 16<sup>th</sup> September, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in). However, if any shareholder are holding shares in demat mode and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date i.e. Friday, 16<sup>th</sup> September, 2022, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
  5. Members are encouraged to join the Meeting through Laptops or desktops for better experience.
  6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop or desktop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Statutory records/registers (as may be applicable) shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- 31. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 32. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE 27TH AGM**
1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number and number of shares held on or before 20<sup>th</sup> September, 2022 with the Company at [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in) with subject line **"REGISTRATION FOR SPEAKER SHAREHOLDER (MENTION FOLIO/DPID-CLID)"**
  2. Shareholders will be allowed to speak only when moderator of the meeting/ management will announce the name for speaking.
  3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
  4. Other shareholders may ask questions to the panelist, via question answer box which will be available during the meeting in right side corner.
- 33. Members are requested to always quote their Folio No. / Client ID & DP ID in all correspondence with the Company's Registrars and the Company. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address :-**
- Link Intime India Private Limited**  
 Noble Heights, 1<sup>st</sup> floor,  
 Plot No NH-2, C-1 Block, LSC,  
 Near Savitri Market, Janakpuri,  
 New Delhi - 110058.  
 Tel. :- 011-4141 0592-94  
 Telefax :- 011-4141 0591  
 Email: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

**APPOINTMENT / RE-APPOINTMENT OF DIRECTORS  
(ANNEXURE TO NOTICE)**

(A brief resume/particulars in respect of the proposed appointment/re-appointment of Director is given below in terms of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meeting)

<b>Name</b>	Mr. G. S. Matta	Mr. Ravi Kumar
<b>DIN</b>	02612602	02362615
<b>Date of Birth</b>	24 <sup>th</sup> March, 1948	15 <sup>th</sup> April, 1961
<b>Date of first Appointment on the Board</b>	30 <sup>th</sup> September, 2020*	10 <sup>th</sup> August, 2022
<b>Qualifications</b>	B.Sc.(Hons.) & CAIIB	MBA (FM), MA (Public Administration) & CAIIB
<b>Experience</b>	Mr. Matta is an ex-banker with over 50 years of experience. He was associated with Indian Overseas Bank since 1968 till 2005. In August 2005, he joined Punjab and Sind Bank and was promoted as Executive Director of the Bank in March 2006. He has also headed various committees for implementation of Basel II, Core Banking Solutions and Risk Management. He is also a visiting faculty at NIBSCOM (National Institute of Bank Studies and Corporate Management), Noida for lectures on various topics on the Banking Industry like Risk Management, Corporate Governance, Basel II norms, etc.	Mr. Ravi Kumar, a seasoned banker with 30+ years of experience across Corporate Banking, project finance, credit delivery, Credit Monitoring, risk assessment & risk mitigation, stress asset management etc. He was part of the top management of IDBI Bank Ltd till April 2021 and was managing portfolio of large/mid corporate group. The role included leading, strategising, directing, controlling, monitoring and overseeing all facets of the large corporate portfolio of the Bank. During his long stint with IDBI, he has worked in various leadership positions with IDBI and handled relationships of various large groups, sectors and industries.
<b>Directorship held in other Listed Companies</b>	Chamak Holdings Ltd.	NIL
<b>Resignation from other Listed Companies in last 3 years</b>	N.A.	N.A.
<b>Chairmanship/Membership in Committee across other Listed Companies</b>	NIL	NIL
<b>Number of Shares held in the Company</b>	NIL	NIL
<b>Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid</b>	Mr. Gurbachan Singh Matta, is liable to retire by rotation and being eligible, offers himself for re-appointment. There is no change in the remuneration payable to him.	Mr. Ravi Kumar has been appointed as Additional Cum Independent Director w.e.f 10.08.2022 and his appointment as Director is sought in forthcoming AGM by way of Ordinary Resolution. He will be paid Remuneration as per the Special Resolution passed by the members of the Company in 26 <sup>th</sup> AGM.
<b>Remuneration last drawn (Per Annum)</b>	Rs. 13.75 Lakhs	Nil
<b>The number of Meetings of the Board attended</b>	5 (Five)	Not Applicable
<b>Relationship with other Directors, KMP and Manager</b>	None	None

\* Mr. Gurbachan Singh Matta has first appointed on the Board on 12<sup>th</sup> September, 2009 as an Independent Director continued to act as such. He ceased to be Independent Director w.e.f 25<sup>th</sup> September, 2020 due to expiration of his second tenure. However, being eligible he was afresh appointed as Non-Executive Director in Non-Independent category with effect from 30<sup>th</sup> September, 2020.

**DETAILS OF SHAREHOLDING OF  
NON-EXECUTIVE DIRECTORS OF THE COMPANY**

(Pursuant to Regulation 36(3) of SEBI (LODR), 2015)

Sl. No.	Name of Directors	No. of Equity Shares held	No. of Equity Shares held as beneficial owner
1.	Mr. G. S. Matta	Nil	Nil
2.	Mr. N. K. Sawhney	Nil	Nil
3.	Mrs. Rutuja Rajendra More	Nil	Nil
4.	Mr. Jasbir Singh	Nil	Nil
5.	Mr. Ravi Kumar	Nil	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED AND FORMING PART OF THE NOTICE**

**Item No. 6**

As per the provisions of Section 161 of the Companies Act, 2013, Mr. Ravi Kumar was appointed as an Additional cum Independent Director with effect from 10<sup>th</sup> August, 2022. He holds office as an Additional Director till the conclusion of this Annual General Meeting. A notice under Section 160(1) of the Act has been received from a Member, signifying his intention to propose the candidature of Mr. Ravi Kumar as a Director.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Directors and on the basis of his rich experience and knowledge recommends the confirmation of appointment of Mr. Ravi Kumar stating that it will be immense benefit to the Company to have him on the Board and proposed his appointment for a period of five years commencing from 10<sup>th</sup> August, 2022 to 09<sup>th</sup> August, 2027. A copy of the letter of appointment of Mr. Ravi Kumar as an independent director setting out the terms and conditions is available for inspection without any fee at the Company's registered office during the normal business hours on any working day up to the date of the AGM.

Further, in the opinion of the Board, Mr. Ravi Kumar fulfills the conditions specified in the Act read with rules made thereunder and he is independent of the management. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs (IICA).

The Board of Directors recommends the resolutions as set out in the Item No. 6 for approval of Members by way of Special Resolutions. A brief profile of Mr. Ravi Kumar has already been provided under the heading "Details of Appointment / Re-Appointment of Directors at the forthcoming AGM (Annexure to the Notice)".

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr. Ravi Kumar is concerned or interested in the proposed resolution.

**Item No. 7**

The Board on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s M.K. Singhal & Co., the Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2022-23 as per the following details:

Product	Factory
Sugar	Libberheri Unit, Barkatpur Unit, Khaikheri Unit & Shermau Unit
Power	Libberheri Unit, Barkatpur Unit, Khaikheri Unit & Shermau Unit
Ethanol Distillery	Barkatpur Unit & Libberheri unit

## NOTICE OF AGM

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 as amended upto date, the remuneration payable to the Cost Auditors for the Financial Year 2022-23 is to be ratified by the shareholders by way of an Ordinary Resolution.

The Board of Directors recommends the resolutions as set out in the Item No. 7 for approval of Members by way of Ordinary Resolutions.

None of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions.

**By Order of the Board  
For Uttam Sugar Mills Limited**

**(RAJESH GARG)  
JOINT COMPANY SECRETARY &  
COMPLIANCE OFFICER  
Membership No. FCS-5841**

**Place : Noida**

**Date : 10<sup>th</sup> August, 2022**

**Registered Office:**

Village Libberheri, Tehsil Roorkee,

Distt.Haridwar, Uttarakhand.

CIN: L99999UR1993PLC032518

Website: [www.uttamsugar.in](http://www.uttamsugar.in).