



UTTAM SUGAR MILLS LIMITED

[Corporate Identity Number (CIN) : L99999UR1993PLC032518]

Regd. Office: Village Libberheri, Tehsil Roorkee, District Haridwar, Uttarakhand - 247667

Tel.: 0120 - 4152766, 0120 - 4193799, website : www.uttamsugar.in, e-mail id : investorrelation@uttamsugar.in

NOTICE OF MEETING OF PREFERENCE SHAREHOLDERS

NOTICE is hereby given that the General Meeting of holders of 6.50% Non-Cumulative Redeemable Preference Shares of Uttam Sugar Mills Limited will be held on Thursday, 15th October, 2020 at 11:30 A.M. at Corporate office of the Company situated at A-2E, 3rd Floor, C.M.A. Tower, Sector - 24, Noida - 201 301 (U.P.) at a shorter notice, for transacting the following business:

Amendment in the terms & conditions of 6.50% Non-Cumulative Redeemable Preference Shares

To consider and if thought fit, to give **ASSENT/DISSENT** to the following resolutions as a **SPECIAL RESOLUTION(S)**:-

"RESOLVED THAT consent of the 6.50% Non-Cumulative Redeemable Preference Shareholders of the Company be and is hereby accorded pursuant to the provisions of Section 48 and other applicable provisions, if any, of the Companies Act, 2013, for change in the terms & conditions of redemption of 6.50% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each to the extent and manner given herein :

- a) The 6.50% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each will be redeemed on the call of the Company on or before 31st March, 2026 by giving 30 days notice.
- b) Save as mentioned hereinabove, all other terms and conditions of the said Preference shares shall remain the same.

"RESOLVED FURTHER THAT Board of Directors of the Company (hereinafter called "The Board" and which terms shall be deemed to include any committee, which the Board may be constituted to exercise its power) be and is hereby authorised to do all such acts, deeds & things as may be necessary, expedite and incidental thereto to give effect to this Resolution."

**By Order of the Board of Directors of the Company
For Uttam sugar Mills Limited**

Date : 10th October, 2020

Place : Noida

Sd/-

(G. RAMARATHNAM)

**Chief – Legal and Corporate Affairs & Company Secretary
(Membership No. FCS-1021)**

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts is attached herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy should, however, be deposited at the registered office or Corporate office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.

3. This General Meeting of holders of 6.50% Non-Cumulative Redeemable Preference Shares is being called at shorter notice for which necessary consent has been obtained from the shareholders of the Company as per the provisions of Section 101(1) of the Companies Act, 2013.
4. The Notice of general meeting is being sent to all the 6.50% Non-Cumulative Redeemable Preference Shareholders, whose names appear on the Register of Preference shareholders as on 08th October, 2020.
5. Voting rights shall be reckoned on the paid up value of the Preference shares registered in the name of the Preference Shareholders as on 08th October, 2020.
6. The Special Resolution(s) shall be declared as passed if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
7. Any query in relation to the resolutions proposed to be passed in this general meeting may be addressed to Mr. Gopalaiyer Ramarathnam, Chief – Legal and Corporate Affairs & Company Secretary, A-2E, IIIrd Floor, CMA Tower, Sector-24, Noida-201 301 (U.P.) or e-mail: at investorrelation@uttamsugar.in.

8. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide the facility to members to exercise their right to vote at the General Meeting by electronic means and the business may be transacted through remote e- voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, through Ballot Paper shall also be made available at the Meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to vote at the meeting through Ballot Paper. Members have option to vote either through remote e-voting or through the Ballot Paper. If a member has opted for remote e-voting, then he/she should not vote by Ballot paper and vice-versa. However, in case members cast their vote both via Ballot Paper and remote e-voting, then voting through remote e-voting shall prevail and voting done by Ballot Paper shall be treated as invalid.

Members whose names are recorded in the Register of Members as on the Cut-off date i.e. Thursday, 08th October, 2020 shall be entitled to avail the facility of remote e-voting as well voting through Ballot Paper on the date of the General Meeting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 12th October, 2020 (9.00 a.m.) and ends on 14th October, 2020 (5.00 p.m.). During this period preference shareholders of the Company, as on the cut-off date/record i.e. 08th October, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab:
 - Enter user id as written in invite email
 - Next enter the Image Verification as displayed and Click on Login.
 - PAN - Enter PAN as written in invite email
 - Bank account number- Enter bank account number as written in invite email

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Click on the EVSN for **UTTAM SUGAR MILLS LIMITED** Preference shares.
- (vii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (viii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (x) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the votes cast by you by clicking on "**Click here to print**" option on the Voting page.
- (xii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiii) **Note for Non – Individual Shareholders**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) should be uploaded in PDF format in the system and send a copy by e mail at naveen@nkrassociate.com for the scrutinizer to verify the same.
- (xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. or contact the company at investorrelation@uttamsugar.in or through Telephone No.:- 0120-4525000

9. 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 voting through Ballot Paper on the date of the General Meeting, in a fair and transparent manner.

The results of voting will be declared within 48 hours from the conclusion of the General Meeting and the Resolutions will be deemed to be passed on the date of the General Meeting, 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 under the section 'Investors Lounge' as well as on the website of CDSL Such results will also be forwarded to the National Stock Exchange of India Limited & BSE Limited.

10. In case of any concern related to e-voting, the members may contact Mr. G. Ramarathnam (Chief - Legal and Corporate Affairs & Company Secretary of the Company) at the following address :

Uttam Sugar Mills Limited
A-2E, IIIrd Floor, C.M.A Tower, Sector -24
Noida -201301 (U.P.)
Tel. :- 0120-4525000
Email: investorrelation@uttamsugar.in.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

Preference shareholders who wish to obtain login credentials for e-voting are requested to send an email with a scanned request letter duly signed, scanned copy of front and back of one share certificate, and copy of PAN card to investorrelation@uttamsugar.in. and a copy by e mail at naveen@nkrassociate.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company had issued Redeemable preference shares in two series i.e. 'Series I' & 'Series II' in various tranches during the year from 2009 to 2014 to meet the Promoters contribution requirements as per CDR Terms and also to finance the cash losses incurred by the Company and for the purpose of working capital requirements.

The 'Series I' Redeemable Preference Shares were issued at par at the face value of Rs. 100/- per share. Presently, these Preference Shares have 6.50% Dividend on Non-Cumulative basis and same is redeemable on or after 01st April, 2023 but not later than 31st March, 2026 on the call of the company by giving 30 days notice. However, the company intends to redeem the same at an early stage as and when surplus funds will be available with the company.

The Board is of the opinion that it would be most beneficial for the Company if variation described in the Special Resolutions approved by the Preference Shareholders.

Accordingly, The Board of Directors recommends the resolutions as set out in the notice for the approval of Preference Shareholders by way of Special Resolutions.

Mr. Raj Kumar Adlakha, Managing Director of the Company is holding 6.50% Non-Cumulative Redeemable Preference Shares in the Company and he is also Director/Promoter of some of the entities holding the 6.50% Preference Shares and hence, he may be deemed to be concerned or interested in the said Resolution as set out above. None of the other 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 of Directors of the Company
For Uttam sugar Mills Limited**

Date : 10th October, 2020

Place : Noida

**Sd/-
(G. RAMARATHNAM)
Chief – Legal and Corporate Affairs & Company Secretary
(Membership No. FCS-1021)**



UTTAM SUGAR MILLS LIMITED

[Corporate Identity Number (CIN) : L99999UR1993PLC032518] Regd. Office: Village Libberheri, Tehsil Roorkee, District Haridwar, Uttarakhand - 247667. Tel.: 01332-229445, Fax : 01332-229194, Website : www.uttamsugar.in, email id : investorrelation@uttamsugar.in

ATTENDANCE SLIP

Folio No.	
Name & Address of the Member (s):	
Name of the Proxy (in Block letter) (to (To be filled in if the Proxy attends instead of the member)	
Class of Shares	6.50% Non-Cumulative Redeemable Preference Shares

I hereby record my presence at the General Meeting of holders of 6.50% Non-Cumulative Redeemable Preference Shares held on 15th October, 2020 at 11.30 a.m. at A-2E, 3rd Floor, C.M.A. Tower, Sector - 24, Noida - 201 301 (U.P.).

Member/ Proxy's Signature

(PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND OVER AT THE ENTRANCE DULY FILLED IN)

-----**(Tear Here)**-----

MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Folio No.	
Name & Address of the Member (s):	
Email id	
Class of Shares	6.50% Non-Cumulative Redeemable Preference Shares

I/We, being the member (s) of shares of the Uttam Sugar Mills Limited, hereby appoint :

1. Name Address:
E-mail id:.....Signature :or failing him
2. Name Address:
E-mail id:.....Signature :or failing him
3. Name Address:
E-mail id:.....Signature :or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the General Meeting of holders of 6.50% Non-Cumulative Redeemable Preference Shares held on 15th October, 2020 at 11.30 a.m. at A-2E, 3rd Floor, C.M.A. Tower, Sector - 24, Noida - 201 301 (U.P.). and at any adjournment thereof in respect of such resolutions as are indicated below:

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----- (Tear Here) -----

Sl. No	Resolutions	Optional	
		For	Against
Special Business			
1.	Amendment in the terms & conditions of 6.50% Non-Cumulative Redeemable Preference Shares		

Signed this day of2020

Signature of the Member :

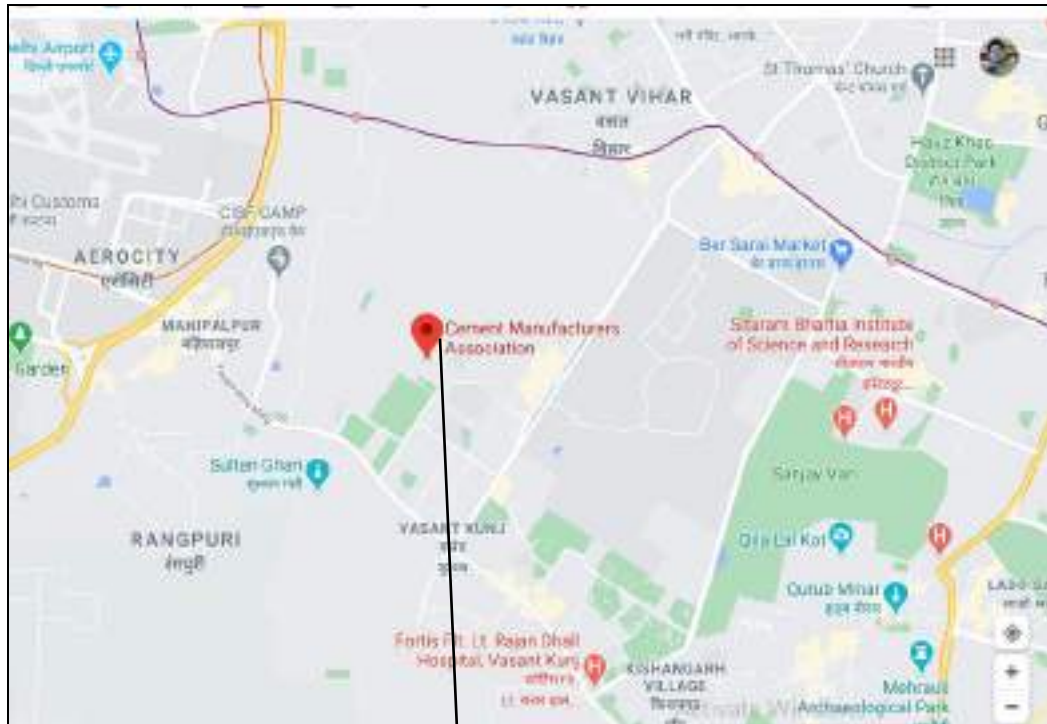
Signature of the proxy holder(s) :

Affix a
Revenue
Stamp of
₹ 1/-

Note :

- 1. This proxy form must be deposited at the Registered Office of the Company at Village Libberheri, Tehsil Roorkee, District Haridwar, Uttarakhand – 247667 or at Corporate Office of the Company at A-2E, IIIrd Floor, C.M.A. Building, Sector – 24, Noida (U.P.), not less than forty-eight hours before the time fixed for holding the aforesaid meeting. A proxy need not be a member of the Company.**
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of General Meeting of the Company.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) before submission.

ROUTE MAP TO THE VENUE OF GENERAL MEETING ON THURSDAY, THE 15TH OCTOBER, 2020 AT 11.30 A.M.



VENUE OF GENERAL MEETING

**A-2E, 3rd Floor, C.M.A. Tower,
Sector - 24, Noida - 201 301**