



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,
e-mail id : investorrelation@uttamsugar.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

To,

The Member(s),

Notice is hereby given to the members of Uttam Sugar Mills Limited (the "Company") pursuant to the Section 110 of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto), for seeking consent of Members of the Company by passing resolutions by way of Postal Ballot, for following **SPECIAL BUSINESS**:-

1. Consent under Section 180(1)(a) of the Companies Act, 2013 to create charges, mortgages etc.

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

"RESOLVED THAT in supersession of the ordinary resolution passed at the Annual General Meeting held on 18th August, 2010 under section 293(1)(a) of the Companies Act, 1956, consent of the company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) for mortgaging, hypothecating and/or charging by the Board of Directors of the Company (hereinafter called "the Board" and which term shall be deemed to include any committee, which the Board may constitute to exercise its power) of all the immovable and/or movable properties of the Company, wheresoever situate both present and future and/or whole or substantially the whole of the undertaking(s) of the Company to or in favour of any public financial institutions, Banks, Central Government, State Government or any other Lending Institutions participating in extending financial assistance, to secure any term loans, working capital facilities, debentures or any other type of financial assistance, not exceeding Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) lent and advanced/agreed to be lent and advanced by them, together with interest, compound interest, additional interest, liquidated damages, premia on pre-payment or on redemption, costs, charges, expenses or monies payable by the Company to them under loan agreements/letters of sanction/debenture trust deed etc."

"RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank pari-passu with the mortgages, hypothecation and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the company and the Lending Institutions/ Banks."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize and execute any and all agreements and documents, necessary for creating mortgages, hypothecation and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company."

2. Consent under Section 180(1)(c) of the Companies Act, 2013 for borrowings.

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

"RESOLVED THAT in supersession of the ordinary resolution passed at the Annual General Meeting held on 18th August, 2010 under section 293(1)(d) of the Companies Act, 1956, consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter called "the Board" and which term shall be deemed to include any committee, which the Board may constitute to exercise its power) pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), to borrow any sum or sums of money, from time to time, at its discretion either from the Company's Bank or any other Banks, Financial Institution, Central Government, State Government, Body Corporate, Co-Operative Society, Person, or any other Lending Institution, Public Deposits and/ or other deposits on such terms and conditions as may be considered suitable by the Board, notwithstanding that the money(s) to be borrowed together with the moneys already borrowed by the company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purposes provided however, the total amount so borrowed shall not exceed Rs.1,250 Crores (Rupees One Thousand Two Hundred Fifty Crores Only)."



"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company."

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

Date : 29th August, 2014
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. The Notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from Depositories viz. National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) on Friday, August 29, 2014.
3. The Postal Ballot form for voting by you as shareholder of the company is also enclosed.
4. The Company has appointed M/s N.K. Rastogi & Associates, Practicing Company Secretaries, Delhi to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
5. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of Postal Ballot by e-mail and to others are being sent by Registered Post/Speed Post/Courier along with Postal Ballot Form.
6. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. 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. Voting rights of the Members shall be in proportion to their shares in the total paid up equity capital of the Company as on Friday, 29th August, 2014.
8. The Scrutinizer will submit his report to the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website www.uttamsugar.in and shall be communicated to the stock exchanges where the Company's Equity Shares are listed.
9. In compliance with provisions of Section 108 & 110 of the Companies Act, 2013 read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. **Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.** For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.
10. **Instructions for voting are as under:-**
 - A. **Voting through Physical Postal Ballot Form**

Members desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed, in the attached Self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before Thursday, 9th October, 2014. Please Note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
 - B. **E-voting facility**
 - (I) Log on to the e-voting website : www.evotingindia.com
 - (II) Click on "Shareholders" tab.
 - (III) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (IV) Next enter the Image Verification as displayed and Click on Login.

- (V) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (VI) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter ' RA0000001 ' in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
BANK DETAILS#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	# Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Bank details field as mentioned in instruction (III)

- (VII) After entering these details appropriately, click on "**SUBMIT**" tab.
- (VIII) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (IX) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (X) Now, select "**Electronic Voting Sequence Number (EVSN)**" alongwith "**Uttam Sugar Mills Limited**" from the drop down.
- (XI) 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.
- (XII) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (XIII) 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.
- (XIV) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (XV) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- (XVI) If Demat account holder has forgotten the changed/same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (XVII) Note for Non-Individual Shareholders & Custodians:
- 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.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (XVIII) 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.



11. The voting period commences on Wednesday, 10th September, 2014 at 10:00 a.m. and ends at 5:00 p.m. on Thursday, 9th October, 2014. The e-voting module will be disabled by CDSL for voting thereafter.
12. Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.
13. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.

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

Item No. 1 & 2:

Section 180 of the Companies Act, 2013 (the Act) (corresponding to Section 293 of the Companies Act, 1956) has been notified by Ministry of Corporate Affairs (MCA) with effect from September 12, 2013.

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not, without the consent of members in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The members of the Company in their Annual General Meeting held on 18th August, 2010, pursuant to Section 293(1)(a) of the Companies Act, 1956, had approved creating mortgages/hypothecations/charges on the movable and immovable properties of the Company in favour of the lending agencies up to a limit of Rs.1,500 Crores (Rupees One Thousand Five Hundred crores only).

In terms of Section 180(1)(c) borrowings by a Company apart from temporary loans obtained from the Company's bankers in excess of its paid-up capital and free reserves, require the approval of the Members by way of special resolution. The Members of the Company in the above Annual General Meeting had also approved the borrowings over and above the aggregate of paid up share capital and free reserves of the Company pursuant to Section 293(1)(d) of the Companies Act, 1956, provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.1,250 Crores (Rupees One Thousand Two Hundred Fifty Crores only).

The Ministry of Corporate Affairs (MCA) has vide its Circular dated March 25, 2014 clarified that the resolution passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the company will be effective for a period of one year from the date of notification of Section 180 of the Act which would be September 11, 2014. Pursuant to the above clarification a fresh approval of the Members is being sought under Section 180 of the Companies Act, 2013.

The Board of Directors recommends the resolutions for approval of Members by way of Special 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 of Directors of the Company
For Uttam sugar Mills Limited**

Date : 29th August, 2014

Place : Noida

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