

**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 THE 19th ANNUAL GENERAL MEETING,
E-VOTING AND BOOK CLOSURE**

Notice of AGM-NOTICE is hereby given that the 19th Annual General Meeting (AGM) of the members of the Company will be held on Monday, the 15th day of December, 2014 at 12.30 p.m. at the Registered Office of the Company at Village Libberheri, Tehsil Roorkee, District Haridwar, Uttarakhand - 247667 to transact the business as set out in the Notice of AGM.

Copies of the Notice of 19th AGM, Annual Report and attendance slips have been sent through email to all the members whose email Ids are registered with the Depository Participant(s). Physical copies of the same have been sent to all other members at their registered address, whose email Ids are not registered with the Depository Participant(s). The Company has completed the dispatch of Annual Report as well as sending of Annual Report by emails to Members on Thursday, 20th November, 2014. The Notice of the 19th AGM and the Annual Report for the financial year 2013-14 is also available on the Company's website www.uttamsugar.in.

E-Voting- The Company is pleased to provide its Members the facility to cast their vote by electronic means on all the resolutions set forth in the Notice in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement. The e-voting period will commence on Tuesday, 09th December, 2014 (at 9:00 a.m.) and ends on Thursday, 11th December, 2014 (at 6:00 pm). The e-voting module shall be disabled after 6:00 pm on 11th December, 2014.

The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, 14th November, 2014 (cut off date). Members are eligible to cast vote electronically only if they are holding shares as on the cut off date. The procedure of e-voting is available in the Notice of Annual General Meeting. In case of any queries pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available under help section at www.evotingindia.com or contact Mr. G. Ramarathnam, Chief - Legal and Corporate Affairs & Company Secretary, A-2E, 11th Floor, CMA Tower, Sector-24, NOIDA (U.P.) or e-mail: at investorrelation@uttamsugar.in.

Mr. Naveen Kumar Rastogi, Practicing Company Secretary (Membership No. FCS 3685) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the website of the Company.

Book Closure - Pursuant to Clause 16 of the Listing Agreement and Section 91 of the Companies Act, 2013 and the applicable Rules thereunder, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 12th December, 2014 to Monday, 15th December, 2014 (both days inclusive) for the purpose of this AGM.

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

Sd/-

(G. RAMARATHNAM)

Date : 21.11.2014

Chief - Legal and Corporate Affairs & Company Secretary

Place: Noida

(Membership No. FCS-1021)

15cm(H) x 8cm(W)