



Notice of 30TH AGM



NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Company will be held on Friday, 19th September, 2025 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 Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and Reports of Auditors thereon.

3. Declaration of Final Dividend on Preference Shares for the Financial Year ended March 31, 2025

- i. To declare Final Dividend on 6.50% Non-Cumulative Redeemable Preference Shares (NCRPS) of Face Value of ₹ 100/- (Rupees One Hundred Only) for the Financial Year ended March 31, 2025.
- To declare Final Dividend on 10.00% Non-Cumulative Redeemable Preference Shares (NCRPS) of Face Value of ₹ 100/- (Rupees One Hundred Only) for the Financial Year ended March 31, 2025.

4. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2025

To declare Final Dividend on Equity Shares at the rate of 25% [i.e. ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2025.

5. Appointment of Mr. Gurbachan Singh Matta (DIN: 02612602) as a Director liable to Retire by Rotation

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

SPECIAL BUSINESS(ES):

6. Re-appointment of Mr. Gurbachan Singh Matta (DIN: 02612602) as Non-Executive Non-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 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations by the Nomination and Remuneration Committee and the Board of Directors, Mr. Gurbachan Singh Matta (DIN: 02612602), who was appointed as Non-Executive Non-Independent Director for a period of 5 (Five) years w.e.f. 30th September, 2020 to 29th September, 2025 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, be and is hereby re-appointed as Non-Executive Non-Independent Director for further term of 5 (Five) years from 30th September, 2025 to 29th September, 2030 and whose office shall be liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gurbachan Singh Matta (DIN: 02612602) be paid remuneration as approved by the members of the Company in the 26th Annual General Meeting of the Company and subject to such limits, prescribed or as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company 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. Re-appointment of Mr. Jasbir Singh (DIN: 08897793) 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 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

NOTICE OF AGM

(including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations by the Nomination and Remuneration Committee and the Board of Directors, Mr. Jasbir Singh (DIN: 08897793), who was appointed as Non-Executive Independent Director for a period of 5 (Five) years w.e.f. 30th September, 2020 to 29th September, 2025 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director for the second tenure as Independent Director for 5 (Five) years from 30th September, 2025 to 29th September, 2030 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jasbir Singh (DIN: 08897793) be paid remuneration as approved by the members of the Company in the 26th Annual General Meeting of the Company and subject to such limits, prescribed or as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company 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."

8. **Appointment of M/s N. K. Rastogi & Associates, Practicing Company Secretary as Secretarial Auditors of the Company.**

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 204 of the Companies Act, 2013 read with the rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and any other circulars issued by SEBI from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s N. K. Rastogi & Associates, Practicing Company Secretary (C.P. No. 3785 and Peer Review Certificate no. 1280/2021) be and are hereby appointed as the Secretarial Auditors of the Company to hold office for five consecutive years from the conclusion of 30th Annual General Meeting ('AGM') until the conclusion of the 35th AGM of

the Company at such professional fees and reimbursement of out of pocket expenses, if any, in each financial year, as mutually agreed between the Board of Directors and the Secretarial Auditors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company 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."

9. **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 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 ₹ 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses for the Financial Year 2025-26 as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s M. K. Singhal & Co., Cost Accountants (Firm Registration No. 00074) to conduct the audit of the cost records of the Company be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company 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."

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

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

**Place : Noida
Date : 13th August, 2025**

NOTES:

1. The relevant Explanatory Statement setting out all material facts relating to special business(es) contained in Item No. 6 to 9 as required under Section 102 of the Companies Act, 2013 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of

Directors seeking appointment / re-appointment at the AGM are also forms a part of this Notice.

2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 ('MCA Circulars') and the circulars issued by the Securities and Exchange Board of India (MCA Circular and SEBI Circular collectively referred as 'Circulars') permitted holding of Annual General Meetings through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 30th AGM of the Company is being held through VC/OAVM facility. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating through VC/OAVM facility is mentioned in Note No. 32 of the notice and also available at the Company's website at www.uttamsugar.in. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. Since the AGM is being convened through VC/OAVM in terms of the Circulars, the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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 at investorrelation@uttamsugar.in.
6. 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.
7. Any query related to Accounts and/or matters to be placed at AGM must be sent to Company's e-mail id i.e. investorrelation@uttamsugar.in.
8. The Company has paid the Annual Listing Fees for the year 2024-25 to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on which the Company's Securities are presently listed.
9. The Board of Directors in their meeting held on 23rd May, 2025 had recommended Final Dividend on the Preference shares and Equity shares of the Company for the financial year 2024-25. The Record Date for determining the names of members eligible for Final Dividend, if approved by the members at the AGM, is Friday, 12th September, 2025.
10. The payment of such dividend, subject to deduction of tax at source, will be made by Thursday, 18th October, 2025. In this context please take note on the following :-
 - In terms of SEBI Circular dated December 09, 2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./ email ID with their respective depository participants.
 - SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through National Automated Clearing House (NACH) Real Time Gross Settlement (RTGS) NEFT etc.
 - This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-cashed dividend, etc. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.
11. Pursuant to the relevant provisions of Income Tax Act, 1961 as amended by Finance Act, 2020 ('IT Act'), dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates under the IT Act. The shareholders are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participant(s).

NOTICE OF AGM

A resident individual shareholder holding a valid PAN and having total estimated tax liability as NIL can submit duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending the documents through e-mail at investorrelation@uttamsugar.in and the same shall be submitted on or before Friday 12th September, 2025. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

For resident shareholders (other than individual) holding a valid PAN and not subject to withholding tax under Section 194 of the IT Act, can submit duly signed declaration along with other documents as sought separately to avail the benefit of non-deduction of tax at source by sending the documents through e-mail at investorrelation@uttamsugar.in on or before Friday 12th September, 2025. Shareholders are requested to note that in case their PAN is not registered or invalid or inoperative, the tax will be deducted at a higher rate of 20%.

For a Non-resident shareholder including Foreign Portfolio Investors, applicable withholding tax rate is either 20% (plus applicable surcharge and 4% cess) as per the IT Act in or the tax rate as specified in the tax treaty, subject to providing necessary documents i.e. no permanent establishment and beneficial ownership etc., declaration, tax residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending the documents through e-mail at investorrelation@uttamsugar.in on or before Friday 12th September, 2025.

As per the NSDL Circular No. NSDL/CIR/II/03/2023 dated January 11, 2023, the Resident Non-Individual Members such as Insurance Companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before Friday 12th September, 2025.

The dividend approved by the members will be paid as per the mandate registered with the Company/ RTA or with their respective DPs. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic

form for any change of address / bank particulars or bank mandates. Such changes are to be advised only to the DP by the members. For members, who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories where shares are held in dematerialized mode to receive dividend directly into their bank account on the payout date.

12. 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.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7th May 2024) has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub- division/ splitting/ consolidation of share certificates, transmission and transposition. Further SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documentation for transmission of securities. The securities holder/ claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which is hosted on the website of MUFG Intime India Private Limited, Registrar and share transfer agent (RTA).

Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

14. The Securities and 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 their PAN to their DPs with whom they are maintaining their demat accounts.

15. SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023, advised RTAs of Company to set up a user-friendly online mechanism or portal for service requests/complaints. Pursuant to said circular, the Company's RTA launched an Investor Self-Service Portal, designed exclusively for the Investors named 'SWAYAM' (<https://swayam.linkintime.co.in>). 'SWAYAM' is a secure, user-friendly web-based application, developed by the Company's RTA, that empowers shareholders to effortlessly access various services. Shareholders may register on the aforesaid portal to avail the services.

16. The Securities and Exchange Board of India ('SEBI') has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details by holders of physical securities to the Registrar and Transfer Agent ('RTA') of the Company.

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-2.
- 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 and delhi@in.mpms.mufg.com and send the documents at the Corporate office of the company or at the address of RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the RTA i.e. www.linkintime.co.in.

17. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for

resolution of disputes arising in the Indian Securities Market. Pursuant to the said circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

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 E-MAIL ID

20. Pursuant to the circulars issued by Ministry of Corporate Affairs (MCA), the Notice of AGM alongwith Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Please take note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company i.e. 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 and 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.

21. As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to register/ update their e-mail address with depository if they are holding shares in demat mode or to the Registrar & Share Transfer Agent of the Company viz. MUFG 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.

NOTICE OF AGM

DETAILS ABOUT 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 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility of voting through electronic means i.e. remote e-voting in respect of the business(es) to be transacted at the 30th 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 e-voting on the date of the EGM/AGM will be provided by NSDL.
- 23.** The remote e-voting period commences on Tuesday, 16th September, 2025 (9:00 am) and ends on Thursday, 18th September, 2025 (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, 12th September, 2025 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, 12th September, 2025. 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 the following:-

- Ms. Divya Ahuja,
 - Nivis Corpserve LLP,
 - Contact No. 011-45201005.
 - e-mail id 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 website i.e. www.uttamsugar.in under the section 'Investors Lounge' and on the website of NSDL i.e. 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 E-VOTING 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 at <https://www.evoting.nsdl.com/>


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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting 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 Depositories and Depository Participants. Members 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	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e NSDL 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 & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered, follow the below steps: <ol style="list-style-type: none"> Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 

NOTICE OF AGM

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.</p>

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 or NIVIS CORP SERVE LLP at info@nivis.co.in or at 011-45201005.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 or NIVIS CORP SERVE LLP at info@nivis.co.in 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 folio number is 001*** and EVEN is 101456 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.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

NOTICE OF AGM

- 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.

Step 2: Cast your vote electronically on NSDL e-voting system and join virtual meeting on NSDL e-voting system.

How to cast your vote electronically and join Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle is in active status.
3. Select **"EVEN"** of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under **"Join General Meeting"**.

Process for those shareholders whose e-mail 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:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelation@uttamsugar.in. 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.

2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
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 at naveen@nkrassociate.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on toll free no. 022 - 4886 7000 or send a request at evoting@nsdl.co.in or contact Nivis Corpserve LLP, Ms. Divya Ahuja at 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 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, 12th September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at investorrelation@uttamsugar.in. However, if any shareholder is 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, 12th September, 2025, 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. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned above for remote e-voting.

32. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL

e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.

2. After successful login, you can see link of "VC/OAVM" placed under '**join meeting**' menu against Company's name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
3. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
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 serve basis. However, this number does not include the large Shareholders i.e., 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 serve basis.
5. Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members joining through Tablets/ Laptops/ Mobile devices etc. are recommended to use stable Wi-Fi or LAN to mitigate any kind of glitches and for better experience.
6. Members who will participate in the AGM through VC/ OAVM can also pose question/ feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.

33. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE 30TH AGM

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, e-mail id, mobile number and number of shares held on or before 15th September,

NOTICE OF AGM

- 2025 with the Company at investorrelation@uttamsugar.in with subject line **"REGISTRATION FOR SPEAKER SHAREHOLDER (MENTION FOLIO NO./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.
- 34.** 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 :-

MUFG Intime India Private Limited

Noble Heights, 1st floor,
Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri,
New Delhi - 110058
Tel. :- 011-4941 1000
Telefax :- 011-4141 0591
E-mail: delhi@in.mpms.mufg.com

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) Regulations, 2015 and Secretarial Standard on General Meetings)

Name	Mr. Gurbachan Singh Matta	Mr. Jasbir Singh
DIN	02612602	08897793
Date of Birth	24 th March, 1948	20 th August, 1947
Date of first Appointment on the Board	30 th September, 2020	30 th September, 2020
Qualifications	B.Sc.(Hons.) & CAIIB	B.E (Mech), A.N.S.I. (Sugar Engg.) F.S.T.A., M.I.E. (India)
Experience, Skills and Expertise in functional areas	Mr. Matta is an ex-banker with over 53 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. Jasbir Singh aged 77 years, holds degree in B.E (Mech), A.N.S.I (Sugar Engg.) F.S.T.A., M.I.E (India). Mr. Singh is having around 54 years of vast experience with various industries. He was Technical Advisor of National Federation of Co-operative Sugar Factories, New Delhi. He is also Director (Technical) with National Forum of Sugar Consultants, New Delhi.
Directorship held in other Listed Companies	NIL	NIL
Resignation from other Listed Companies in last 3 years	N.A.	N.A.
Chairmanship/Membership in Committee across other Listed Companies	NIL	NIL
Number of Shares held in the Company	NIL	NIL
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Mr. Matta, being eligible, offers himself for re-appointment. It is proposed to re-appoint him for further tenure of 5 (Five) Years. There is no change in the remuneration payable to him.	Mr. Singh, being eligible, offers himself for re-appointment. It is proposed to re-appoint him as an Independent Director for second tenure of 5 (Five) Years. There is no change in the remuneration payable to him.
Remuneration last drawn (Per Annum)	₹13.65 Lakhs	₹13.65 Lakhs
The number of Meetings of the Board attended	5 (Five)	5 (Five)
Relationship with other Directors, KMP and Manager	None	None

NOTICE OF AGM

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. Gurbachan Singh Matta	Nil	Nil
2	Mr. Jasbir Singh	Nil	Nil
3	Mr. Ravi Kumar	Nil	Nil
4	Mrs. Anju Sethi	Nil	Nil

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

Item No. 6

Mr. Gurbachan Singh Matta (DIN: 02612602) was appointed as Non-Executive Non-Independent Director for a period of five years commencing from 30th September, 2020 to 29th September, 2025. Accordingly, his tenure is going to expire on 29th September, 2025.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 13th August, 2025 and approval of the Board of Directors in their meeting held on 13th August, 2025, based on his skills, rich experience, knowledge and contributions to the management made by him during his tenure, the Board recommend the re-appointment of Mr. Gurbachan Singh Matta as a Non-Executive Non-Independent Director of the Company for a further term of five years from 30th September, 2025 to 29th September, 2030 as per the provisions of the Companies Act, 2013 and he shall be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. He, if appointed, will be entitled for such remuneration as approved by the members of the Company in the 26th Annual General Meeting of the Company, in which members have approved the payment of remuneration to all the Non-Executive Directors and said payment of remuneration shall be subject to such limits, prescribed or as may be prescribed from time to time.

The Company has also received a declaration from Mr. Gurbachan Singh Matta confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, he fulfills the conditions for his re-appointment specified in the Companies Act, 2013.

Pursuant to Secretarial Standards on General Meeting (SS-2), the summary of performance evaluation of Mr. Gurbachan Singh Matta is as follow:

Mr. Gurbachan Singh Matta is an ex-banker with over 53 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.

Further, as per the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a special resolution is passed to that effect. As Mr. Gurbachan Singh Matta has already attained the age of 75 years, Special Resolution is required for his re-appointment pursuant to Regulation 17(1A). The Board of Directors recommends the resolution as set out in the Item No. 6 for approval of Members by way of Special Resolutions.

The copy of draft letter of appointment of Mr. Gurbachan Singh Matta setting out the terms and conditions of his re-appointment is available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. Pursuant to Regulation 36(3) of SEBI

Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Gurbachan Singh Matta including his brief profile has already been provided under the heading “Details of Appointment / Re-Appointment of Directors at the forthcoming AGM (Annexure to the Notice)”. A brief profile of Mr. Gurbachan Singh Matta has already been provided under the heading “Re-Appointment / Appointment of Directors (Annexure to Notice)”.

Except, Mr. Gurbachan Singh Matta being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

Item No. 7

Mr. Jasbir Singh (DIN: 08897793) was appointed as Non-Executive Independent Director for a period of five years commencing from 30th September, 2020 to 29th September, 2025. Accordingly, his first tenure as Independent Director is going to expire on 29th September, 2025.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 13th August, 2025 and approval of the Board of Directors in their meeting held on 13th August, 2025, based on his skills, rich experience, knowledge and contributions to the management made by him during his tenure, the Board recommend the re-appointment of Mr. Jasbir Singh as a Non-Executive Independent Director of the Company for the second tenure of five years as Independent Director commencing from 30th September, 2025 to 29th September, 2030 as per the provisions of the Companies Act, 2013 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. He, if appointed, will be entitled for such remuneration as approved by the members of the Company in the 26th Annual General Meeting of the Company, in which members have approved the payment of remuneration to all the Non-Executive Directors and said payment of remuneration shall be subject to such limits, prescribed or as may be prescribed from time to time.

The Company has also received the consent and requisite declaration from Mr. Jasbir Singh confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has also given the declaration as per the provisions of the Act and SEBI Listing Regulations that he meets the criteria of independence as provided

under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, he fulfills the conditions for his re-appointment specified in the Companies Act, 2013.

Pursuant to Secretarial Standards on General Meeting (SS-2), the summary of performance evaluation of Mr. Jasbir Singh is as follow:

Mr. Jasbir Singh aged 77 years, holds degree in B.E (Mech), A.N.S.I (Sugar Engg.) F.S.T.A., M.I.E (India). Mr. Singh is having around 54 years of vast experience with various industries. He was Technical Advisor of National Federation of Co-operative Sugar Factories, New Delhi. He is also Director (Technical) with National Forum of Sugar Consultants, New Delhi.

Further, as per the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a special resolution is passed to that effect. As Mr. Jasbir Singh has already attained the age of 75 years, Special Resolution is required for his re-appointment pursuant to Regulation 17(1A). The Board of Directors recommends the resolution as set out in the Item No. 6 for approval of Members by way of Special Resolutions.

The copy of draft letter of appointment of Mr. Jasbir Singh setting out the terms and conditions of his re-appointment is available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Jasbir Singh including his brief profile has already been provided under the heading “Details of Appointment / Re-Appointment of Directors at the forthcoming AGM (Annexure to the Notice)”. A brief profile of Mr. Jasbir Singh has already been provided under the heading “Re-Appointment / Appointment of Directors (Annexure to Notice)”.

NOTICE OF AGM

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

Except, Mr. Jasbir Singh being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

Item No. 8

In terms of the amended provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act'), the Company can appoint or reappoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditors for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting. Further, a person/ partner of the firm eligible for appointment/re-appointment as a Secretarial Auditors shall be a Peer Reviewed Company Secretary.

Pursuant to the provisions of Sections 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations and pursuant to the recommendations of the Audit Committee in its meeting held on 23rd May, 2025, after due deliberations and discussions on the expertise, experience, recommended to the Board, the appointment of M/s N. K. Rastogi & Associates, Practicing Company Secretary, (C.P. No. 3785 and Peer Review Certificate no. 1280/2021) as Secretarial Auditors of the Company for five consecutive years from the conclusion of 30th Annual General Meeting ('AGM') until the conclusion of the 35th AGM of the Company at such professional fees and applicable taxes and re-imbursement of out of pocket expenses, as mutually agreed between the Board of Directors and the Secretarial Auditors of the Company. CS Naveen Kumar Rastogi, Proprietor of M/s N. K. Rastogi & Associates, is a seasoned Practicing Company Secretary with over two decades of experience in corporate compliance and governance. He has been operating his firm since 2001, offering expert secretarial and corporate advisory services to a diverse clientele. The firm is a peer-reviewed entity, recognized for maintaining high standards of professional ethics and quality as per the guidelines of the Institute of Company Secretaries of India (ICSI). Backed by dedicated team, the firm ensures timely and compliant delivery of services tailored to client needs.

He has been into providing of Core Services which include Corporate law advisory and compliance, Drafting and vetting of legal documents and resolutions, Assistance with board and general meeting procedures, filing and representation before the Registrar of Companies (ROC) and other regulatory authorities besides conducting Secretarial Audit of various Companies.

With a strong foundation in legal compliance and a client-centric approach, M/s N. K. Rastogi & Associates continues to support companies in maintaining sound corporate governance and statutory integrity.

Further, this is to inform the members that, beside the Secretarial Audit Services the Company would also obtain certain certifications under various regulations and other permissible non audit services as required from time to time. In this regard they will be paid separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

M/s N. K. Rastogi & Associates, Practicing Company Secretary have consented to their appointment as Secretarial Auditors and have confirmed that if appointed, their appointment will be accordance with Section 204 read with Regulation 24A of Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

The Board of Directors recommends the resolution as set out in the Item No. 8 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.

Item No. 9

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 2025-26 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

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 2025-26 is to be ratified by the shareholders by way of an Ordinary Resolution.

The Board of Directors recommends the resolution as set out in the Item No. 9 for approval of Members by way of Ordinary Resolution.

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)
COMPANY SECRETARY &
COMPLIANCE OFFICER
Membership No. FCS-5841**

Place : Noida

Date : 13th August, 2025

Registered Office:

Village Libberheri, Tehsil Roorkee,
Distt. Haridwar, Uttarakhand.

CIN: L99999UR1993PLC032518

Website : www.uttamsugar.in