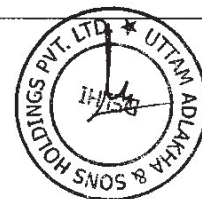


**Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	M/s Uttam Sugar Mills Limited
2.	Name of the acquirer(s)	Uttam Adlakh & Sons Holdings Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters.	Acquirer is one of the promoters/promoter group entities of the TC prior to the transaction.
4.	Details of Proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Uttam Industrial Engineering Limited
	b. Proposed date of acquisition	26 <sup>th</sup> December, 2012
	c. Number of shares to be acquired from each person mentioned in 4(a) above	47,42,650 Equity Shares
	d. Total shares to be acquired as % of share capital of TC	12.436%
	e. Price at which shares are proposed to be acquired	Rs. 22.45 per Equity Share
	f. Rationales, if any, for the proposed transfer	To consolidate the holding of TC.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Sub Clause (ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 24.50
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	We declare and confirm that the acquisition price would not be higher by more than 25% of the price as computed in point no. 6 above.
9.	Declaration by the acquirer, that the transferor and transferee have complied/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We declare and confirm that the Transferor and transferee have complied with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with	We also declare that all the conditions specified under regulations 10(1)(a) with respect to exemptions has been duly complied with.



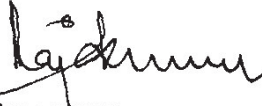

11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of Shares/ voting rights	% w.r.t. total share capital of TC	No. of Shares/ voting rights	% w.r.t. total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)(*) – <b><i>Uttam Adlakha &amp; Sons Holdings Private Limited</i></b>	44,31,733	11.620%	91,74,383	24.056%
b.	Seller(s) – <b><i>Uttam Industrial Engineering Limited</i></b>	74,92,650	19.646%	27,50,000	7.211%

Note

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirer.

Signature of the proposed acquirer

For **UTTAM ADLAKHA & SONS HOLDINGS PRIVATE LIMITED**

  
  
**DIRECTOR**

Encl. : As Above

Date: 17<sup>th</sup> December, 2012

Place: Delhi

**Note:**

The proposed transactions between Uttam Adlakha & Sons Holdings Private Limited and Uttam Industrial Engineering Limited are exempted under Regulations 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Both the Companies form part of Promoter/Promoter Group of the Target Company (Uttam Sugar Mills Limited).

Before the proposed transactions Promoters/Promoters Group of the Target Company is holding 75.00% paid up Equity Share Capital in the Target Company. *There will not be any change in total shareholding of promoters/promoters group of the TC post-transaction.* Shareholding pattern of the TC before the proposed transaction and post-transaction is enclosed herewith.

**UTTAM SUGAR MILLS LIMITED**  
Promoters/Promote Group Shareholding Pattern

SL.NO.	Name of Shareholder	Shareholding Pattern Before the Transaction		Details of Transaction		Shareholding Pattern After the Proposed Transaction	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
	<b>A - Promoters / Promoter Group</b>						
1	UTTAM ADLAKHA & SONS HOLDINGS PVT.LTD.	4,431,733	11.620	4,742,650	12.435	9,174,383	24.056
2	LIPI BOILERS LIMITED	3,894,841	10.212	-	-	3,894,841	10.212
3	SHUBHAM SUGARS LIMITED	70,240	0.184	-	-	70,240	0.184
4	JAI ADLAKHA	239,200	0.627	-	-	239,200	0.627
5	RAJ KUMAR ADLAKHA KARTA OF R.K.&SONS HUF	144,104	0.378	-	-	144,104	0.378
6	UTTAM SUCROTECH LIMITED	4,614,267	12.099	-	-	4,614,267	12.099
7	UTTAM INDUSTRIAL ENGINEERING LIMITED	7,492,650	19.646	(4,742,650)	(12.435)	2,750,000	7.211
8	SONIA ADLAKHA	10	0.000	-	-	10	0.000
9	RAJAN ADLAKHA	367,010	0.962	-	-	367,010	0.962
10	BHARAT ADLAKHA	166,500	0.437	-	-	166,500	0.437
11	SAIEESHA ADLAKHA	166,500	0.437	-	-	166,500	0.437
12	RAJ KUMAR ADLAKHA	1,624,610	4.260	-	-	1,624,610	4.260
13	BALRAM ADLAKHA	193,100	0.506	-	-	193,100	0.506
14	RANJAN ADLAKHA	1,492,550	3.914	-	-	1,492,550	3.914
15	SHOMNA ADLAKHA	870,410	2.282	-	-	870,410	2.282
16	RANJANA CHOPRA	373,300	0.979	-	-	373,300	0.979
17	RAJNI BABBAR	139,910	0.367	-	-	139,910	0.367
18	SHANTA	60,000	0.157	-	-	60,000	0.157
19	NEW CASTLE FINANCE AND LEASING PVT LTD	2,262,650	5.933	-	-	2,262,650	5.933
	<b>Total Equity Shareholding of Promoters/Promoter Group (A)</b>	<b>28,603,585</b>	<b>75.000</b>	-	-	<b>28,603,585</b>	<b>75.000</b>
20	<b>B. Public</b>	9,534,535	25.000	-	-	9,534,535	25.000
	<b>Total Paid up Equity Shares ( A + B )</b>	<b>38,138,120</b>	<b>100.000</b>	-	-	<b>38,138,120</b>	<b>100.000</b>

