



# UTTAM SUGAR MILLS LIMITED

Registered Office : Village - Libberheri, Roorkee, District - Haridwar, Uttarakhand - 247667  
Corporate Office : A-2E, 11th Floor, CMA Tower, Sector-24, NOIDA - 201 301 Uttar Pradesh, India  
Telephone : 91-120-6545766, Facsimile : 0120-4152766 E-mail : gramarathnam\_uttam@yahoo.com

March 19, 2015

✓ **National Stock Exchange of India Ltd.**  
**Listing Department**  
"Exchange Plaza", Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Ref. :- Symbol – UTTAMSUGAR**

**B.S.E. Limited**  
**Listing Department**  
P.J. Tower,  
Dalal Street,  
Fort, Mumbai – 400 001  
**Ref. – Scrip Code - 532729**

Dear Sirs,

**Sub. :- Listing Compliances – Notice of Postal Ballot**

In reference of our previous intimation regarding postal ballot, we are sending herewith three copies of Notice of Postal Ballot alongwith Postal Ballot Form. The results of the aforesaid Postal Ballot will be announced on or before Saturday, 25<sup>th</sup> April, 2015 and the same will be intimated to you immediately & will also be displayed on the website of the Company i.e. [www.uttamsugar.in](http://www.uttamsugar.in).

This is in compliance of Clause 31 and other relevant clauses of the Listing Agreement.

Thanking you.

Yours faithfully,  
**FOR UTTAM SUGAR MILLS LTD.**

**(RAJESH GARG)**  
**ADDITIONAL GENERAL MANAGER**

Encl. :- As above



# 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:-**

### **Item No. 1**

#### **Re-classification of the Authorised Share Capital of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013 read with rules made thereunder and all other applicable provisions, if any, the existing Authorised Share Capital of the Company be and is hereby reclassified from Rs. 1,60,00,00,000/- (Rupees One Hundred Sixty Crores only) divided into 6,00,00,000 (Six Crores) Equity Share of Rs.10/- (Rupees Ten) each and 1,00,00,000 (One Crore) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 1,60,00,00,000/- (Rupees One Hundred Sixty Crores only) comprising of 4,00,00,000 (Four Crores) Equity Share of Rs.10/- (Rupees Ten) each and 1,20,00,000 (One Crore Twenty Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each."

**"RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association be altered and substituted by the following clause V:

*V. The Authorised Share Capital of the Company is Rs. 1,60,00,00,000/- (Rupees One Hundred Sixty Crores only) comprising of 4,00,00,000 (Four Crores) Equity Share of Rs.10/- (Rupees Ten) each and 1,20,00,000 (One Crore Twenty Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each."*

### **Item No. 2**

#### **Increase in the Authorized Share Capital & Alteration of Memorandum of Association of the Company**

To consider and if thought fit, to give **ASSENT/DISSENT** to the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 read with rules made thereunder and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the existing Authorised Share Capital of the Company be and is hereby increased from Rs. 1,60,00,00,000/- (Rupees One Hundred Sixty Crores only) comprising of 4,00,00,000 (Four Crores) Equity Share of Rs.10/- (Rupees Ten) each and 1,20,00,000 (One Crore Twenty Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) to Rs. 2,05,00,00,000/- (Rupees Two Hundred Five Crores only) divided into:

a) 4,00,00,000 (Four Crores) Equity Share of Rs.10/- (Rupees Ten) each; and

b) 1,65,00,000 (One Crore Sixty Five Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each, by creation of 45,00,000 (Forty Five Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each."

**"RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be altered and substituted by the following clause V:

*V. The Authorised Share Capital of the Company is Rs. 2,05,00,00,000/- (Rupees Two Hundred Five Crores only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,65,00,000 (One Crore Sixty Five Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each."*

## Item No. 3

### **Issue of Preference Shares of the Company**

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

**"RESOLVED THAT** pursuant to section 42 and 55 of the Companies Act, 2013 read with rules made thereunder and all other applicable provisions, if any (including any amendment thereto or re-enactment thereof for the time being in force read with the provisions of Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges and regulations/rules/guidelines issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI"), Reserve Bank of India, Stock Exchanges and/or such approvals, permissions, sanctions and consent as may be necessary and required under applicable laws, rules, regulations and contracts, and on such terms, conditions, alterations, modifications, approvals, permissions, sanctions and consents, which may be accepted by the Board of Directors of the Company, as the case may be, the consent of the Company be and is hereby accorded to the Board of Directors (which term shall include any duly constituted and authorized committee thereof) to create, offer, invite to subscribe, issue, allot and deliver, in parts or in full either in one or more tranches on a private placement and /or preferential basis for cash at par or premium, not exceeding 90,00,000 (Ninety Lacs) Redeemable Preference Shares of Rs. 100/- each of an aggregate nominal amount not exceeding Rs.90,00,00,000/- (Rupees Ninety Crores) in the aggregate out of the Authorized Capital of the Company, on such terms and conditions and to such persons, whether shareholders of the Company or not, as may be determined by the Board of Directors in its absolute discretion."

**"RESOLVED FURTHER THAT** subject to the relevant provisions contained in the Articles of Association of the Company, aforesaid preference shares shall be issued on the terms and conditions contained herein below:

- i. The Preference Shareholder(s) shall have priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares.
- ii. The Preference Shareholder(s) shall not participate in the surplus fund.
- iii. The Preference Shareholder(s) shall not participate in any surplus which may remain after the entire capital has been repaid.
- iv. The payment of dividend shall be on cumulative basis.
- v. The preference shares shall not be eligible for any conversion into equity shares.
- vi. The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force).
- vii. The Preference Shares shall be redeemed after completion of twelfth year but not later than fifteenth year from the date of allotment, on the call of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take such steps and to do and perform all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the issue and allotment of the said preference shares, in such manner as may appear to the Board of Directors to be most beneficial to the Company."

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

**Date : 14<sup>th</sup> February, 2015**

**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, March 06, 2015.
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 along with Postal Ballot Form by e-mail and others are being sent by Registered Post.
6. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members convened in that behalf. The Ordinary Resolution shall be declared as passed if the number of votes cast in favour of the resolution is more than the votes cast against the Resolution and 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, March 06, 2015.
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](http://www.uttamsugar.in) and shall be communicated to the stock exchanges where the Company's Equity Shares are listed.
9. In compliance with the 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 Envelop, so as to reach the Scrutinizer on or before Tuesday, 21<sup>st</sup> April, 2015. 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](http://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](http://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	
<b>PAN*</b>	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 'RA00000001' in the PAN field.
<b>DOB#</b>	Enter the Date of Birth as recorded in your demat account or in the company's records for the said demat account or folio in dd/mm/yyyy format.
<b>BANK DETAILS#</b>	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 to the Company selection screen. However, members holding shares in demat form will now reach at '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 <https://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

11. The voting period commences on Monday, 23<sup>rd</sup> March, 2015 at 10:00 a.m. and shall end on Tuesday, 21<sup>st</sup> April, 2015 at 5:00 p.m. 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**

In view of the cash losses incurred by the Company during the previous financial year and also in the current financial year, there is a need for fund inflow to improve the net-worth besides working capital requirement. In this situation, the Board has proposed to increase the Authorised Capital (Redeemable Preference Shares) of the Company. These Redeemable Preference Shares will be issued to Promoter Group entities including their associates as and when required.

Your Board of Directors are of the view that for increasing the Authorised Share Capital of the Company, it is prudent to reclassify a part of the existing unissued Equity Shares Capital into Preference Shares Capital of the Company i.e. 2,00,00,000 Equity share of Rs. 10/- each into 20,00,000 Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each. Accordingly approval of the members by way of Special Resolution is sought in the **Item No. 1**.

# Uttam Sugar Mills Limited



It is proposed to further increase the Authorized Share Capital by Rs. 45,00,00,000 (Forty Five Crores) by creation of 45,00,000 (Forty Five Lacs) Redeemable Preference Shares of Rs.100/- (Rupees One Hundred) each. Hence, approval of the members by way of Ordinary Resolution is sought in the **Item No. 2**.

The Board of Directors recommends the resolutions as set forth in Item No. 1 and 2 for the approval of Members by way of Special and Ordinary Resolutions respectively.

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. 3

This item relates to the authorization to Board of Directors of the Company to issue and allot above said Redeemable Preference Shares as a Non-Convertible, Cumulative Redeemable Preference Shares (NCCRPS) at the discretion of the Board. In terms of Rule 9 (3) of the Companies (Share Capital and Debentures) Rules 2014 the following disclosures of material facts are needed to be made in the Explanatory Statement to the Notice:

<b>Issue Size</b>	90,00,000 Redeemable Preference Shares at a nominal amount of Rs. 100/- each aggregating to Rs. 90 Crores.																																															
<b>Nature of preference shares</b>	The shares will be Non-Convertible, Cumulative, Non Participating Redeemable Preference Shares.																																															
<b>Objectives of Issue</b>	The object of the issue is to improve the Net Worth of the Company and to meet working capital needs.																																															
<b>Manner of Issue</b>	The NCCRPS will be issued on private placement basis in accordance of the provisions of Section 42 the Companies Act, 2013 and rules made thereunder.																																															
<b>Price of Issue</b>	NCCRPS will be issued at par.																																															
<b>Basis of Price</b>	Since the Company is in arrears of Cumulative Preference Dividend relating to existing Preference Shares, due to losses incurred in the previous financial years, it is proposed to issue the Preference Shares at Par.																																															
<b>Terms of Issue</b>	The Preference shareholder will have no voting rights except as provided in the Companies Act, 2013 and rules made thereunder.																																															
<b>Rate of Dividend</b>	The Fixed Rate of Dividend on preference shares issued and allotted will be determined by the Board at the time of issue.																																															
<b>Terms of Redemption</b>	The Cumulative Redeemable Preference Shares having face value of Rs.100/- each shall be redeemed after completion of twelfth year but not later than fifteenth year from the date of allotment, on the call of the Company.																																															
<b>Manner &amp; Mode of Redemption</b>	The NCCRPS shall be redeemed on the call of the Company and out of profits available for distribution as dividend or out of proceeds of a fresh issue.																																															
<b>Shareholding Pattern as on date</b>	<table border="1"> <thead> <tr> <th colspan="3">Equity Shares</th> </tr> <tr> <th>Category</th> <th>No. of equity shares held</th> <th>% of holding</th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Promoters</b></td> </tr> <tr> <td>Promoters &amp; Promoter Group</td> <td>28603585</td> <td>75.00</td> </tr> <tr> <td colspan="3"><b>Public</b></td> </tr> <tr> <td>FIs/ Mutual Funds/UTI/Banks/FIIs</td> <td>560723</td> <td>1.47</td> </tr> <tr> <td>NRI's/OCBs</td> <td>49790</td> <td>0.13</td> </tr> <tr> <td>Body Corporates</td> <td>2064473</td> <td>5.41</td> </tr> <tr> <td>Others / Public</td> <td>6859549</td> <td>17.99</td> </tr> <tr> <td><b>Total</b></td> <td><b>38138120</b></td> <td><b>100.00</b></td> </tr> <tr> <th colspan="3">Preference Shares (6.50% Pref.-'I')</th> </tr> <tr> <th>Category</th> <th>No. of Preference shares held</th> <th>% of holding</th> </tr> <tr> <td>Promoters &amp; Promoter Group</td> <td>5000000</td> <td>100.00</td> </tr> <tr> <td>Public</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td><b>Total</b></td> <td><b>5000000</b></td> <td><b>100.00</b></td> </tr> </tbody> </table>			Equity Shares			Category	No. of equity shares held	% of holding	<b>Promoters</b>			Promoters & Promoter Group	28603585	75.00	<b>Public</b>			FIs/ Mutual Funds/UTI/Banks/FIIs	560723	1.47	NRI's/OCBs	49790	0.13	Body Corporates	2064473	5.41	Others / Public	6859549	17.99	<b>Total</b>	<b>38138120</b>	<b>100.00</b>	Preference Shares (6.50% Pref.-'I')			Category	No. of Preference shares held	% of holding	Promoters & Promoter Group	5000000	100.00	Public	Nil	Nil	<b>Total</b>	<b>5000000</b>	<b>100.00</b>
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	Preference Shares (10.00% Pref.-II)		
	Category	No. of Preference shares held	% of holding
	Promoters & Promoter Group	2165000	100.00
	Public	Nil	Nil
	<b>Total</b>	<b>2165000</b>	<b>100.00</b>
<b>Expected dilution in equity capital upon conversion of preference shares</b>	Nil, since the NCCRPS are non-convertible		

The Board of Directors recommends the resolutions as set forth in Item No. 3 for the approval of Members by way of Special Resolution.

Mr. Raj Kumar Adlakha, Managing Director of the Company may be deemed to be concerned or interested in the said resolutions to the extent of Redeemable Preference Shares issued/allotted to him or his relatives/other entities in which he may be interested. None of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions.

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

**Date : 14<sup>th</sup> February, 2015  
Place : Noida**

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



# Uttam Sugar Mills Limited

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

## POSTAL BALLOT FORM

Serial No: \_\_\_\_\_

1. Name(s) of Members (s) (Including Joint-holders, if any) <b>(IN BLOCK LETTERS)</b>	
2. Registered Address of the Sole/ First named Member	
3. Registered Folio No./ DP ID No./Client ID No.* (*Applicable to Shareholders holding shares in dematerialized form).	
4. No. of Shares held	

5. I/We hereby exercise my/our vote in respect of the **ORDINARY/SPECIAL RESOLUTIONS** to be passed through Postal Ballot for the business stated in the Notice of the Company dated Saturday 14<sup>th</sup> February, 2015 by conveying/sending my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by Placing tick (✓) mark in the appropriate box below :

Item No.	Description	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	<b>Special Resolution</b> under Section 13 and 61 of the Companies Act, 2013 for re- classification of Authorised Share Capital of the Company.			
2.	<b>Ordinary Resolution</b> under Section 13 and 61 of the Companies Act, 2013 for Increase in the Authorised Share Capital of the Company.			
3.	<b>Special Resolution</b> under Section 42 and 55 of the Companies Act, 2013 for Issue of Preference Shares.			

Place:  
Date:

(Signature of the Shareholder)

E-mail: \_\_\_\_\_ Tel./Mobile No. \_\_\_\_\_

### Note:

1. Please read the instructions/notes carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Tuesday, 21<sup>st</sup> April, 2015.
3. If you opt to cast your vote by e-voting system, there is no need to fill up and sign this form.



## NOTES / INSTRUCTIONS

1. A member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne by the Company. Envelope containing Postal Ballot form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/R&TA or Depository Participants, in respect of shares held in physical form or dematerialized form respectively). In case of joint holding, this form must be completed and signed by the First named Member and in his/her absence, by the next named Member.
3. The votes should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid. The assent or dissent received in any other form shall not be considered valid.
4. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. Duly completed and signed Postal Ballot Forms should be forwarded to the Scrutinizer i.e. Mr. Naveen Kumar Rastogi (CP No. 3785), M/s N. K. Rastogi & Associates, Company Secretaries, 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi - 110092 (email-id : [naveen@nkrassociate.com](mailto:naveen@nkrassociate.com)) appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before (5:00 p.m.) on Tuesday, the 21<sup>st</sup> day of April, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
7. In the case of shares held by the companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board resolution/Authorization together with the specimen signature(s) of the duly authorised signatories.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member(s) on the cutoff date i.e., Friday, 06<sup>th</sup> March, 2015.
9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified hereinabove.
10. Members are requested to not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. The exercise of vote through Postal Ballot is not permitted through a Proxy.
12. There will be one Postal Ballot Form for every folio/client ID, irrespective of the number of joint holders.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
14. The Scrutinizer will submit his final report as soon as possible after the last date of receipt of postal ballot.
15. The Company is pleased to offer e-voting facility as an alternative, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. Any query in relation to the resolutions proposed to be passed by Postal Ballot or request for issuance of Duplicate Postal Ballot Form may be addressed to Mr. Gopalaiyer Ramarathnam, Chief - Legal and Corporate Affairs & Company Secretary, A-2E, IIIrd Floor, CMA Tower, Sector-24, NOIDA (U.P.), Contact No.- 0120-4152766 or e-mail: at [investorrelation@uttamsugar.in](mailto:investorrelation@uttamsugar.in).