Notice of 31ST AGM

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Members of the Company will be held on Friday, 18th September, 2026 at 12:00 Noon through Video Conferencing / Other Audio Visual Means to transact the following business (es):

ORDINARY BUSINESS(ES):

1. **Adoption of Audited Standalone Financial Statements**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 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, 2026 and Reports of Auditors thereon.

3. **Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2026**

   To declare Final Dividend on Equity Shares at the rate of 25% [i.e. ₹ 2.50/- (Rupees Two and Fifty Paisa Only) per Equity Share of Face Value of ₹10/- (Rupees Ten Only)] for the Financial Year ended March 31, 2026.

4. **Re-appointment of Mr. Shankar Lal Sharma (DIN: 09018381) as a Director liable to Retire by Rotation**

   To re-appoint Mr. Shankar Lal Sharma (DIN: 09018381) who retires by rotation and is eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES):

5. **Re-appointment of Mr. Shankar Lal Sharma (DIN: 09018381) as Whole Time Director and approval of Remuneration**

   To consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION(S):-**

   "RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Shankar Lal Sharma (DIN: 09018381) as a Whole Time Director of the Company, designated as "Executive Director", for a further period of three years commencing from 01st January, 2027 to 31st December, 2029 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on 10th August, 2026 on the terms and conditions including remuneration as minimum remuneration in the case of loss or inadequacy of profits in any financial year as set out in the explanatory statement, which shall be deemed to form part thereof."

   "RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, implement, alter and vary the terms and conditions of his re-appointment including remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. Shankar Lal Sharma."

   "RESOLVED FURTHER THAT the Board of Directors be and is hereby also 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."

6. **Re-appointment of Mr. Raj Kumar Adlakha (DIN: 00133256), as Managing Director and approval of Remuneration**

   To consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION (S) :-**

   "RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Raj Kumar Adlakha (DIN : 00133256) as Managing Director for a further period of three years commencing from 01st April, 2027 to 31st March, 2030 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on 10th August, 2026 on the terms and conditions including remuneration as minimum remuneration in the case of loss or inadequacy of profits in any financial year as set out in the explanatory statement, which shall be deemed to form part thereof."

"RESOLVED FURTHER THAT in addition to remuneration (Salary and Perquisites), the Board of Directors of the Company be and is hereby authorised to decide the actual amount of commission payable in any financial year to Mr. Raj Kumar Adlakha upto 4% of the net profits of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, implement, alter and vary the terms and conditions of his re-appointment including remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. Raj Kumar Adlakha."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby also 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. Ravi Kumar (DIN: 02362615) 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") read with 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 recommendation by the Nomination and Remuneration Committee and the Board of Directors, Mr. Ravi Kumar (DIN: 02362615), who was appointed as Non-Executive Independent Director for a period of 5 (Five) years from 10th August, 2022 to 09th August, 2027 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 commencing from 10th August 2027 to 09th August 2032 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors 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. Consent under Section 180(1)(a) of the Companies Act, 2013 to create charges, mortgages etc.

To consider and if thought fit, to pass with or without modifications, the following resolutions as **SPECIAL RESOLUTION (S):-**

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company through Postal Ballot on 14th October, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to empower the Board of Directors (hereinafter called "the Board" and which term shall be deemed to include any committee, which the Board may constitute to exercise its power) to mortgage, hypothecate, pledge and/or to create charges in addition to mortgage, hypothecation, pledge and/or charges already created by the company on all the immovable, movable properties, current assets or any other property of the Company, and/or whole or substantially the whole of the undertaking(s) of the Company, wheresoever situate both present and future to or in favor of Banks, NBFCs, Central Government, State Government/ other government or semi-government agencies/authorities, any public financial institutions, agents, trustees or any other lending/financial institutions participating in extending financial assistance, to secure any term loans, working capital facilities, fund based and non-fund based assistance, debentures or any other type of financial assistance, not exceeding ₹ 1750 Crores (Rupees One Thousand Seven Hundred Fifty Crores Only) lent and advanced/agreed to be lent and advanced by them, together with interest, compound interest, additional interest, liquidated damages, premia on pre-payment or on redemption, costs, charges, expenses or monies payable by the Company, its subsidiary company(s), associate company(s), all other group company(s) or any other body corporates as may be decided by the Board."

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

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

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

To consider and if thought fit, to pass with or without modifications, the following resolutions as **SPECIAL RESOLUTION (S): -**

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company through Postal Ballot on 14th October, 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to empower the Board of Directors of the Company (hereinafter called "the Board" and which term shall be deemed to include any committee, which the Board may constitute to exercise its power), to borrow from time to time, whether in Indian or foreign currency, any sum or sums of money, by way of term loans, fund based and non-fund based assistance, credit facilities, working capital facilities, overdrafts, lines of credit, inter-corporate loans, issue of debentures or other debt instruments or any other type of financial assistance and/or otherwise, in such manner and from such Banks, NBFCs, any public financial institutions, co-operative society, Public deposits and/or any other deposits, foreign lenders, body corporates, Central Government, State Government/ other government or semi government agencies/authorities, persons, related parties or any other lending/financial institutions, whether in India or abroad, and upon such terms and conditions as the Board may deem fit in the best interest of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of monies so borrowed and outstanding at any point of time shall not exceed ₹2000 crores (Rupees Two Thousand Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be considered necessary, expedient and incidental thereto, and to settle any question, difficulty or doubt that may arise in this regard, in order to give effect to this resolution."

10. 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 read with 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 2026-27 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 : New Delhi
Date : 10th August, 2026

NOTES:

1. The relevant Explanatory Statement setting out all material facts relating to special business(es) contained in Item No. 5 to 10 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 appointment / re-appointment at the AGM also forms part of this Notice.

2. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated 22 September 2025 read with circulars issued earlier on the subject ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its various circulars issued from time to time ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 31st AGM of the Company is being held through VC/OAVM.

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. 33 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 2026-27 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 15th May 2026 had recommended Final Dividend on the Equity shares of the Company for the financial year 2025-26. The Record Date for determining the names of members eligible for Final Dividend, if approved by the members at the AGM is Friday, 11th September, 2026.

10. The payment of such dividend, subject to deduction of tax at source, will be made by Saturday, 17th October, 2026. 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-encashed 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. As per Income Tax Act, 2025 ('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).

This communication provides a gist of the applicable provisions of the Act relating to Tax Deduction at Source ('TDS') on dividend.

I. For Resident Shareholders: Tax is required to be deducted at source under Section 393(1) [Table Sr. No. 7] read with Section 393(4) [Table Sr. No. 10] of the Act, at the rate of 10% on the amount of dividend where Shareholders have registered their valid Permanent Account Number (PAN). In case, Shareholders do not have PAN / have not registered their valid PAN details in their demat account/ PAN is invalid or declared to be inoperative on non-linking of PAN with Aadhaar, TDS at the rate of 20% shall be deducted under Section 397 of the Act.

a. Resident Individuals: No tax shall be deducted on the dividend payable to resident individuals if:

i. Total dividend amount to be received by them during FY 2026-27 does not exceed ₹ 10,000/-

ii. The Shareholder furnishes Form 121, provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and the Company may at its sole discretion reject the form if it does not fulfil the requirement of law.

iii. Exemption certificate, if any, issued by the Income-tax Department.

b. Resident Non-Individuals: No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide details and documents as follows:

i. **Insurance Companies:** Self declaration that it qualifies as 'Insurer' as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the Ordinary Shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.

ii. **Mutual Funds:** Self-declaration that it is registered with Securities and Exchange Board of India ('SEBI') and is notified under Section 11 of Schedule VII [Table Sr. No. 20] of the Act along with selfattested copy of PAN card and certificate of registration with SEBI.

iii. **Alternative Investment Fund (AIF):** Self declaration that its income is exempt under Section 11 - Schedule V [Table Sr. No. 1] of the Act, and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

iv. **New Pension System (NPS) Trust:** Self declaration that it qualifies as NPS trust and income is eligible for exemption under Section 11 of Schedule VII [Table Sr. No. 41] of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

v. **Other Non-Individual Shareholders:** Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

II. For Non-Resident Shareholders:

a. Taxes are required to be withheld in accordance with the provisions of Section 393(2) [Table Sr. No. 15 and 17] of the Act as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, Non-Resident Shareholders provide a certificate issued under Section 395 of the Act, for lower/ nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

b. Further, as per Section 159 of the Act, the non-resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail Tax Treaty benefit, the non-resident Shareholders are required to provide the following:

i. Self-attested copy of the PAN card allotted by the Indian Income-tax authorities. In case, PAN is not available, the non-resident Shareholder shall furnish (a) name, (b) email ID, (c) contact number, (d) address in residency country, (e) Tax Identification Number of the residency country.

ii. Self-attested copy of Tax Residency Certificate (TRC) (For FY April 1, 2026 to March 31, 2027) obtained from the tax authorities of the country of which the Shareholder is a resident.

iii. E-filed Form 41 (filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022) valid for the period April 2026 to March 2027.

iv. Self-declaration by Shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement. (For FY April 1, 2026 to March 31, 2027).

v. In case of Foreign Institutional Investors and Foreign Portfolio Investors copy of SEBI registration certificate.

vi. In case of Shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24-Limitation of Relief under India-Singapore DTAA.

It is recommended that Shareholders should independently satisfy their eligibility to claim DTAA benefit including fulfilling of all the conditions laid down by DTAA. Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident Shareholder.

Lower withholding as per Certificate under Section 395: In case, shareholders (resident or non-resident) provide certificate under Section 395 of the Act, for lower / nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate. Please note that Shareholders should seek the lower withholding certificate on the TAN of the Company to enable the Company to grant the benefit of the lower withholding certificate. Any certificate received in any other TAN of the Company will not be accepted. Accordingly, in order to enable us to determine the appropriate withholding tax rate, as applicable, we request you to provide these details and documents as mentioned above, on or before Friday, 11th September, 2026 (cut-off period). Any documents submitted after cut-off period may not be accepted by the Company for this purpose.

PAYMENT OF DIVIDEND

The dividend on Equity Shares, once declaration thereof is approved by the Shareholders of the Company at the AGM, will be paid after deducting the tax at source as mentioned in the earlier paragraphs. The following provisions under the Act will also be considered to determine the applicable TDS rate:

A. TDS to be deducted at higher rate in case of non linkage of PAN with Aadhaar As per Section 262 of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397 of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Shareholders may visit https://www.incometax.gov.in/iec/foportal/ for FAQ issued by the Government on PAN Aadhar linking.

B. Declaration under Rule 203 of the Income-tax Rules, 2026 ('the Rules') In terms of Rule 203 of the Rules, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules. Any documents submitted after cutoff period will be accepted at sole discretion of the Company.

C. For Shareholders having multiple accounts under different status / category: Shareholders holding Ordinary Shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

SUBMISSION OF TAX RELATED DOCUMENTS:

The documents can be uploaded on the link https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Friday, 11th September, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post Friday, 11th September, 2026 shall not be considered.

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 is, 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. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD/MIRSD-POD/ 1/3750/2026 dated January 30, 2026, titled "Ease of Doing Investment — Special Window for Transfer and Dematerialisation of Physical Securities", all shareholders are hereby informed that a special window has been opened for transfer and dematerialisation of physical securities. The said special window shall remain open for a period of one year, i.e., from 05th February, 2026 to 04th February, 2027. This facility is available to investors who had purchased or sold physical shares of the Company prior to April 1, 2019 and:

a. had not lodged the shares for transfer; or

b. had lodged the shares for transfer, but the same were rejected, returned or not attended to due to deficiencies in documentation.

It is hereby clarified that during this special window, the shares transferred shall be credited only in dematerialised form and shall be subject to a lock-in period of one (1) year from the date of registration of transfer.

During the lock-in period, such securities shall not be transferred, pledged, or have any lien marked. Eligible shareholders may submit their transfer requests along with the requisite documents to the Company's RTA.

15. 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.

16. 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://in.mpms.mufg.com/Swayam_info.html). '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.

17. The shareholders holding shares in physical form are mandatorily required to update their KYC viz. PAN, address, contact details, specimen signatures, in prescribed forms and with supporting documents, before commencing any service request. Post updating the KYC all outstanding dividends are released directly into the bank account electronically.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195SEBI/HO/OIAE/OIAE_IAD-3/P/ CIR/2023/195 dated 28th December, 2023, read with earlier circulars issued in this regard, 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).

19. 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.

20. 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

21. Pursuant to the circulars issued by Ministry of Corporate Affairs (MCA), the Notice of AGM alongwith Annual Report 2025-26 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 2025-26 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.

22. 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.

DETAILS ABOUT E-VOTING AND VC/OAVM ARE AS UNDER: -

23. 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 31st 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.

24. The remote e-voting period commences on Tuesday, 15th September, 2026 (9:00 am) and ends on Thursday, 17th September, 2026 (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. 11th September, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

25. 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. 11th September, 2026. 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.

26. 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.

27. Further, the company has engaged NIVIS CORPSERVE 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. Parineeta Bhatnagar,
- Nivis Corpserve LLP,
- Contact No. 011-45201005.
- E-mail id info@nivis.co.in.

28. 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.

29. 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

30. 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.	**1.** 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. **2.** 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:** a) Option to register is available at https://eservices.nsdl.com. b) Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **3.** 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

Type of shareholders	Login Method
	to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **4.** Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 user 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	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.

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 CORPSERVE 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 CORPSERVE 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 user 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.
   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"**.

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. Parineeta Bhatnagar 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. 11th September, 2026, 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 are 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. 11th September, 2026, 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.

32. 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.

33. 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.

34. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE 31ST 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 2026 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.

35. 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. Shankar Lal Sharma	Mr. Raj Kumar Adlakha	Mr. Ravi Kumar
DIN	09018381	00133256	02362615
Date of Birth	10th August, 1973	22nd January, 1956	15th April, 1961
Age	52	70	65
Date of first Appointment on the Board	07th January, 2021	28th July, 1998	10th August, 2022
Qualifications	FCA, B.Com	B.E.(Mech.)	MBA (FM), MA (Public Administration) & CAIIB
Experience	Mr. Shankar Lal Sharma is a Chartered Accountant and also holds degree in Bachelor of Commerce. Mr. Sharma is having overall 29 years of experience in different areas like commercial, Accounting, Administration, Production planning, Internal control, Legal, Marketing, Plant operation, Project management, Cost control and Cane management etc. He has a vast experience in various industries viz. Oil, Cement, Paper, Steel and Sugar. Mr. Sharma is also an eminent speaker in the field of sugar and allied sectors. He is frequently invited to share his insights and expertise at various professional forums and industry platforms.	Mr. Raj Kumar Adlakha holds degree in B. E. (Mech). Mr. Adlakha is having more than 47 years of industrial experience in managing the operations of industrial undertakings. He started his career in 1979 by joining his family business of manufacturing parts for sugar mill machinery and expanded the business to carry out turnkey sugar mill projects. He was instrumental in setting up of our four sugar manufacturing units, Co-generation Unit and two Distillery Unit under his leadership.	Mr. Ravi Kumar, a seasoned banker with 34 years of experience across Corporate Banking, project finance, credit delivery, Credit Monitoring, risk assessment & risk mitigation, stress asset management etc. He was part of the top management of IDBI Bank Ltd. till April 2021 and was managing portfolio of large/mid corporate group. The role included leading, strategising, directing, controlling, monitoring and overseeing all facets of the large corporate portfolio of the Bank. During his long stint with IDBI, he has worked in various leadership positions with IDBI and handled relationships of various large groups, sectors and industries.
Directorship held in other Listed Companies	NIL	NIL	- India Glycols Limited - Himatsingka Seide Limited
Resignation from other Listed Companies in last 3 years	N.A.	N.A.	N.A.
Chairmanship/ Membership in Committee across other Listed Companies	NIL	NIL	a) India Glycols Limited Chairman - Audit Committee b) Himatsingka Seide Limited Member-Audit Committee & Stakeholder Relationship Committee
Number of Shares held in the Company	NIL	21,34,610 Equity Shares	NIL

Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Refer explanatory statement (Item No. 5)	Refer explanatory statement (Item No. 6)	Refer explanatory statement (Item No. 7)
Remuneration last drawn (Per Annum)	₹ 99.20 Lakhs	₹ 922.24 Lakhs	₹ 4.40 Lakhs
The number of Meetings of the Board attended	4 (Four)	4 (Four)	4 (Four)
Relationship with other Directors, KMP and Manager	None	None	None
Skills and capabilities required for the role	NA	NA	a) Banking and Financial Expertise, b) Governance, c) Risk Management and Internal Controls, d) Independent Judgment and Board Oversight

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. 5

Mr. Shankar Lal Sharma is associated with the Company w.e.f. 04th July, 2013. Due to his considerable contribution in the improvement of the Company and in view of his experience, knowledge and contribution made in the effective operations of the Company, Mr. Shankar Lal Sharma was appointed as Whole-Time Director w.e.f 07th January, 2021 and continues to hold the position of Whole-Time Director in the Company. He was last re-appointed as Whole-Time Director of the Company w.e.f. 01st January, 2024 to 31st December, 2026.

As per the provisions of Section 196 of the Companies Act, 2013 read with rules made thereunder and Article of Association of the Company, Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved the re-appointment of Mr. Shankar Lal Sharma at their respective meeting held on 10th August, 2026, for a further period of three (3) years commencing from 01st January, 2027 to 31st December, 2029.

The terms and conditions of re-appointment of Mr. Shankar Lal Sharma are detailed below:

1. **Effective date of Appointment:**

   The appointment will be effective from 01st January, 2027 to 31st December, 2029.

2. **Remuneration:**

   (a) Salary:

   (i) Salary: ₹ 4,29,168/- p.m. (Rupees Four Lakhs Twenty Nine Thousand One Hundred and Sixty Eight Only).

   (ii) Special Allowance: ₹ 1,33,391/- p.m. (Rupees One Lakhs Thirty Three Thousand Three Hundred Ninty One Only).

   (b) Perquisites:

   The Executive Director shall be paid the following perquisites classified into Categories 'A' & 'B'.

Category - 'A':

(i) **House Rent Allowance:** ₹ 2,57,501/- p.m. (Rupees Two Lakhs Fifty Seven Thousand Five Hundred One Only).

(ii) **Conveyance Allowance:** ₹1,600/- p.m. (Rupees One Thousand and Six Hundred Only).

(iii) **Children Education Allowance :** ₹200/- p.m. (Rupees Two Hundred Only).

(iv) **Other Allowance:** ₹ 1,200/- p.m. (Rupees One Thousand and Two Hundred Only).

(v) **Leave Travel Allowance:** ₹ 4,01,700/- p.a. (Rupees Four Lakhs One Thousand Seven Hundred Only).

(vi) **Car:** Free use of Company's car for official purpose.

(vii) **Other benefits/reimbursements:** As per the Company's policy.

Category - 'B':

(i) Company's contribution to provident fund as per the Rules of the Company.

(ii) Gratuity as per Rules of the Company.

(iii) Encashment of Leave as per Rules of the Company.

3. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule V of the Companies Act, 2013 as minimum remuneration.

4. **Functions:** He shall exercise duties and functions as may be delegated/ assigned to him by the Board of Directors/Committee of Directors from time to time.

5. **Sitting Fee:** He shall not be paid any sitting fee for attending the Meetings of Board or Committee thereof.

6. **Rotation:** His period of office shall be subject to retire by rotation whilst holding office of Whole Time Director.

INFORMATION PURSUANT TO PROVISO (iv) TO CLAUSE (A & B) OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION:

(1) Nature of industry:-
Manufacturer of Sugar and other allied products.

(2) Date or expected date of commencement of commercial production:-
Company commenced commercial production from January 2001.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-
Not applicable.

(4) Financial performance based on given indicators:- **(₹ in Lakhs)**

	Financial Years		
Financial Parameters	**2025-26**	**2024-25**	**2023-24**
Turnover	211025.82	179340.97	204696.65
Net Profit/(Loss) (before Tax)	13278.64	12383.43	17881.83

(5) Foreign investments or collaborations, if any:-
Nil

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:-
Mr. Shankar Lal Sharma is a Chartered Accountant and also holds degree in Bachelor of Commerce. Mr. Sharma is having overall 29 years of experience in different areas like commercial, Accounting, Administration, Production planning, Internal control, Legal, Marketing, Plant operation, Project management, Cost control, Cane management etc. He has a vast experience in various industries viz. Oil, Cement, Paper, Steel and Sugar.

(2) Past remuneration/recognition or awards:-
During the financial year 2025-26, he has drawn ₹ 99.20 Lakhs p.a. including perquisites as Director's remuneration from the Company.

(3) Job profile and his suitability:-
Subject to the superintendence, control and direction of the Board of Directors of the Company, the Whole Time Director shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as may be delegated/assigned to him by the Board of Directors/Committees of Directors from time to time.

(4) Remuneration proposed:-
Salary of ₹ 99.20 Lakhs p.a. (including perquisites) and as per the terms and conditions mentioned in Explanatory Statement herein above.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:-
The proposed remuneration is in line with prevailing industry remuneration structure for the similar position.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any:-
Apart from remuneration, Mr. Shankar Lal Sharma does not have any other pecuniary relationship with the Company. Mr. Shankar Lal Sharma is not related with any other managerial personnel or other Director of the Company.

III. OTHER INFORMATION:

(1) Reasons for loss/inadequate profit:-
The Company is earning profits during the previous financial years as well as profit being earned in since last several years. However, the Company has incurred losses in the long past. The reasons for losses/inadequate profit were due to several external factors like (a) Irrational fixation of SAP by the State Government, (b) Inadequate availability of sugarcane resulting into lower capacity utilization, (c) Poor quality of sugarcane resulting in lower sugar recovery and (d) Lower Sugar Price resulting into lower sugar sales realization.

(2) Steps taken or proposed to be taken for improvement:-

(a) The Company continued to focus on cane development activities, comprising of varietal replacement with proven high sugared varieties, change in pattern of sowing, ratoon management, encouraging use of Bio – fertilizers, Bio-pesticides, soil testing activities etc. and modern agricultural practices due to which the recovery and crushing has been increased gradually and is expected to further improve in the coming seasons. Apart from these activities, company is further strengthening the cane development activities by way of development of in-house agri research centre, integrated pest management programme, soil testing facilities, encouraging use of Bio-fertilizers and Bio-pesticides and training facilities for the farmers & cane development staff.

b) To improve the financial viability of sugar manufacturing units, Company is providing the baggasse based Co-generation Capacity of 122 MW (64 MW Exportable) by installation of Power Co-Generation facility at all four Sugar Factories. The power produced by our cogeneration plants utilized for running sugar mills and the surplus power have been exported.

c) Further, the Company has increased the capacity of its Distillery at Barkatpur Unit in phases from 75 KLPD to 250 KLPD by way of taking steps to increase the capacity and by installing the incineration boiler at Barkatpur unit.

d) Besides this, Company has also established Distillery at Libberheri Unit of the Company with the capacity 50 KLPD.

e) The Company has also taken necessary steps and successfully enhanced the cane crushing capacity at Barkatpur, Khaikheri and Libberheri unit of the Company. The Company's overall cane crushing in all the four units of the Company has now become 27000 TCD.

(3) Expected increase in productivity and profits in measurable terms:-

There is adequate production capacity and steps are being taken to improve the cost efficiency. We wish to further inform you that the impact of the above measures is also reflecting in the Audited accounts of the Company for the financial year under review. These measures are expected to go a long way in improving the performance of the Company.

The above explanatory statement may be treated as a written memorandum setting out the terms of contract of service of Mr. Shankar Lal Sharma under Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out in Item No.5 of the Notice for approval of Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr. Shankar Lal Sharma is concerned or interested in the proposed resolution.

Item No. 6

Being the promoter of the Company, Mr. Raj Kumar Adlakha is associated with the Company w.e.f. 28th July, 1998 and has made considerable contribution in the growth of the Company. His efforts, knowledge and experience have been instrumental in the progress of the Company over the years. As per the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Raj Kumar Adlakha was appointed as Managing Director w.e.f 01.09.2001 and continued to hold the position of Managing Director in the Company. He was last re-appointed as Managing Director of the Company w.e.f. 01st April, 2024 to 31st March, 2027.

Further, in terms of Section 196 of the Companies, Act, 2013 read with rules made thereunder and Schedule V thereto, a person who has attained the age of 70 (Seventy) years may be appointed as Managing Director only by way of passing of Special Resolution. Accordingly, in order to be compliant with the above provisions and considering his vast experience, industry knowledge and valuable contribution which he has been contributing immensely in the growth of the Company since incorporation, Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved the re-appointment of Mr. Raj Kumar Adlakha at their respective meeting held on 10th August, 2026, for a further period of three (3) years commencing from 1st April, 2027 to 31st March, 2030, subject to the approval of the Members.

The terms and conditions of re-appointment of Mr. Raj Kumar Adlakha are detailed below:

1. **Effective date of Appointment:**

The appointment will be effective from 01st April, 2027 to 31st March, 2030.

2. **Remuneration:**

(a) Salary: ₹ 4,08,00,000/- (Rupees Four Crores and Eight Lakh Only) per annum consisting of monthly payment of ₹ 34,00,000/- (Rupees Thirty-Four Lakh Only) per month.

(b) Perquisites: In addition to above remuneration, the Managing Director shall also be entitled to perquisites like gas, electricity, water and furnishings, club fees, medical insurance etc.

in accordance with the rules of the Company subject to maximum of ₹2,00,000/- (Rupees Two Lakh Only) per month.

Note: The incumbent shall also be entitled to the following benefits/perquisites, however the same will not be included in the computation of ceiling on minimum remuneration specified herein above.

- **i)** Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of the Income Tax Act, 2025.
- **ii)** **Gratuity:** One half month's salary for each completed year of service in accordance with the rules of the Company.
- **iii)** Encashment of leave at the end of the tenure as per the policy of the Company.
- **iv)** Provision of car for use on Company's business and telephone at residence will also not be considered as perquisites. Personal long distance calls and use of car for private purpose shall however be billed by the Company to the Managing Director.
- **v)** Medical Reimbursement: The Managing Director shall also be entitled to reimbursement of medical, surgical, hospitalization and other related medical expenses incurred for self, in India or abroad, including expenses relating to surgery, treatment, medicines, consultations, travel and accommodation, as may be required. In case of treatment abroad, the actual expenses incurred towards travel and accommodation of one attendant shall also be reimbursed. The Company shall reimburse the actual expenses incurred in connection with such treatment and related requirements as may arise from time to time.

Explanation:

The value of Perquisites shall be determined as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites will be evaluated at actual cost.

(c) Commission: In addition to above remuneration (Salary and Perquisites) the Managing Director shall also be entitled to commission not exceeding 4% of the net profits of the Company as may be decided by the Board of Directors of the Company. The amount of commission will become accrue once the financial statements are audited and commission amount is approved by the Board of Directors of the Company.

3. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule V of the Companies Act, 2013 as minimum remuneration.

4. Functions: Subject to the superintendence, control and direction of the Board of Directors of the Company, the Managing Director shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as may be delegated/assigned to him by the Board of Directors/Committee of Directors from time to time.

5. Sitting Fee : He shall not be paid any sitting fee for attending the Meetings of Board or Committee thereof.

6. Rotation: His period of office shall be subject to retire by rotation whilst holding office of Managing Director."

INFORMATION PURSUANT TO PROVISO (iv) TO CLAUSE (A & B) OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION:

(1) Nature of industry:-
Manufacturer of Sugar and other allied products.

(2) Date or expected date of commencement of commercial production:-
Company commenced commercial production from January 2001.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not applicable.

(4) Financial performance based on given indicators:- **(₹ in Lakhs)**

Financial Parameters	Financial Years 2025-26	2024-25	2023-24
Turnover	211025.82	179340.97	204696.65
Net Profit/(Loss) (before Tax)	13278.64	12383.43	17881.83

(5) Foreign investments or collaborations, if any:-
Nil

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:-
Mr. Raj Kumar Adlakha, aged 70 years holds Engineering Degree B.E. (Mech.) and has more than 47 years of industrial experience in managing the operations of industrial undertakings. He started his career in 1979 by joining his family business of manufacturing parts for sugar mill machinery and expanded the business to carry out turnkey sugar mill projects. He was instrumental in setting up of our four sugar manufacturing units. Under his leadership, the Company has made remarkable progress.

(2) Past remuneration:-
During the financial year 2025-26, he has drawn ₹ 922.24 Lakhs/- including perquisites and commission as remuneration from the Company.

(3) Recognition or awards:-
Mr. Raj Kumar Adlakha was awarded UdyogRatna Award "Involvement in Economic Development of Uttaranchal" on July 08, 2005 on the Centenary Celebrations of PHD Chamber of Commerce and Industry.

(4) Job profile and his suitability:
Subject to the superintendence, control and direction of the Board of Directors of the Company, the Managing Director shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as may be delegated/assigned to him by the Board of Directors/Committees of Directors from time to time.

(5) Remuneration proposed: -
Salary of ₹ 34,00,000/- p.m. and perquisites upto ₹ 2,00,000/- p.m. In addition to remuneration (Salary and Perquisites), the Board of Directors of the Company may decide the amount of commission payable in any financial year to Mr. Raj Kumar Adlakha upto 4% of the net profits of the Company.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: -
The proposed remuneration is in line with prevailing industry remuneration structure for the similar position.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any: -
Apart from remuneration, Managing Director will be receiving dividends, if any, declared by the Company in respect of Shares held by him. Mr. Raj Kumar Adlakha is not related to any other managerial personnel or other Directors of the Company.

III. OTHER INFORMATION:

(1) Reasons for loss/inadequate profit:-
The Company is earning profits during the previous financial years as well as profit being earned in since last several years. However, the Company has incurred losses in the long past. The reasons for losses/inadequate profit were due to several external factors like (a) Irrational fixation of SAP by the State Government, (b) Inadequate availability of sugarcane resulting into lower capacity utilization, (c) Poor quality of sugarcane resulting in lower sugar recovery and (d) Lower Sugar Price resulting into lower sugar sales realization.

(2) Steps taken or proposed to be taken for improvement:-

a) The Company continued to focus on cane development activities, comprising of varietal replacement with proven high sugared varieties, change in pattern of sowing, ratoon management, encouraging use of Bio – fertilizers, Bio-pesticides, soil testing activities etc. and modern agricultural practices due to which the recovery and crushing has been increased gradually and is expected to further improve in the coming seasons. Apart from these activities, company is further strengthening the cane development activities by way of development of in-house agri research centre, integrated pest management programme, soil testing facilities, encouraging use of Bio-fertilizers and Bio-pesticides and training facilities for the farmers & cane development staff.

b) To improve the financial viability of sugar manufacturing units, Company is providing the baggasse based Co-generation Capacity of 122 MW (64 MW Exportable) by installation of Power Co-Generation facility at all four Sugar Factories. The power produced by our cogeneration plants utilized for running sugar mills and the surplus power have been exported.

c) Further, the Company has increased the capacity of its Distillery at Barkatpur Unit in phases from 75 KLPD to 250 KLPD by way of taking steps to increase the capacity and by installing the incineration boiler at Barkatpur unit.

d) Besides this, Company has also established Distillery at Libberheri Unit of the Company with the capacity 50 KLPD.

e) The Company has also taken necessary steps and successfully enhanced the cane crushing capacity at Barkatpur, Khaikheri and Libberheri unit of the Company. The Company's overall cane crushing in all the four units of the Company has now become 27000 TCD.

(3) Expected increase in productivity and profits in measurable terms: -

There is adequate production capacity and steps are being taken to improve the cost efficiency.

We wish to further inform you that the impact of the above measures is also reflecting in the Audited accounts of the Company for the financial year under review. These measures are expected to go a long way in improving the performance of the Company.

The above explanatory statement may be treated as a written memorandum setting out the terms of contract of service of Mr. Raj Kumar Adlakha under Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out in Item No.6 of the Notice for approval of Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr. Raj Kumar Adlakha is concerned or interested in the proposed resolution.

Item No. 7

Mr. Ravi Kumar (DIN: 02362615) was appointed as Non-Executive Independent Director for a period of five years commencing from 10th August, 2022 to 09th August, 2027. Accordingly, his first tenure as an Independent Director is going to expire on 09th August 2027.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meeting held on 10th August, 2026, and based on his skills, rich experience, knowledge and contributions to the management made by him during his tenure, the Board proposed the re-appointment of Mr. Ravi Kumar as a Non – Executive Independent Director of the Company for the second tenure of five years as Independent Director commencing from 10th August 2027 to 09th August 2032. During the tenure of Independent Director, 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. Ravi Kumar 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, rules made thereunder and SEBI (LODR) Regulations, 2015 and he is also independent of the management of the company. He is also registered in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs (IICA).

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

Mr. Ravi Kumar, a seasoned banker with 34 years of experience across Corporate Banking, project finance, credit delivery, Credit Monitoring, risk assessment & risk mitigation, stress asset management etc. He was part of the top management of IDBI Bank Ltd. till April 2021 and was managing portfolio of large/mid corporate group. The role included leading, strategising, directing, controlling, monitoring and overseeing all facets of the large corporate portfolio of the Bank. During his long stint with IDBI, he has worked in various leadership positions with IDBI and handled relationships of various large groups, sectors and industries.

The copy of draft letter of appointment of Mr. Ravi Kumar 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. Ravi Kumar 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. Ravi Kumar has already been provided under the heading "Appointment /Re-Appointment of Directors (Annexure to Notice)".

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

Except, Mr. Ravi Kumar 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

The Members of the Company had earlier approved a Special Resolution through Postal Ballot in the year 2014 under the applicable provisions of the Companies Act, 2013, authorizing the Board of Directors to create mortgages / hypothecation/ charges on the assets of the Company within the prescribed limits.

Over a period of time, there have been significant changes and amendments in the provisions of the Companies Act, 2013 and other applicable laws. In order to align the existing approval with the current legal framework and to provide wider and more comprehensive coverage to the powers of the Board, it is considered expedient to pass a fresh Special Resolution.

Accordingly, the Board proposes to seek Members' approval for creation of mortgage/hypothecation/pledge and/or charges on the immovable, movable properties, current assets or any other property of the Company, and/or whole or substantially the whole of the undertaking(s) of the Company, wheresoever situate both present and future under Section 180(1)(a) of the Companies Act, 2013. Simultaneously, it is also proposed to enhance the overall borrowing / security creation limits of the Company to an amount not exceeding ₹ 1,750 Crore (Rupees One Thousand Seven Hundred Fifty Crore only).

The Board of Directors recommends the resolution as set out in Item No. 8 of the Notice for approval of Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Item No. 9

The Members of the Company had earlier approved a Special Resolution through Postal Ballot in the year 2014 under the applicable provisions of the Companies Act, 2013, authorizing the Board of Directors to borrow any sum or sums of money in pursuance of section 180(1)(c) of the Companies Act, 2013.

Over a period of time, there have been significant changes and amendments in the provisions of the Companies Act, 2013 and other applicable laws. In order to align the existing approval with the current legal framework and to provide wider and more comprehensive coverage to the powers of the Board, it is considered expedient to pass a fresh Special Resolution.

Accordingly, the Board proposes to seek Members' approval to empower board to borrow apart from temporary loans obtained from the Company's lenders in excess of its paid-up capital, free reserves and securities premium under Section 180(1)(c) of the Companies Act, 2013, provided that the total amount of money(s) so borrowed and outstanding at any point of time shall not exceed ₹2000 crores (Rupees Two Thousand Crores Only)."

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

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Item No. 10

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 2026-27 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 2026-27 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. 10 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 : New Delhi
Date : 10th August, 2026

Registered Office:
Village Libberheri, Tehsil Roorkee,
Distt. Haridwar, Uttarakhand.
CIN: L99999UR1993PLC032518
Website : www.uttamsugar.in