



UTTAM SUGAR MILLS LIMITED

[Corporate Identity Number (CIN) : L99999UR1993PLC032518]

Regd. Office: Village Libberheri, Tehsil Roorkee, District Haridwar, Uttarakhand - 247667.

Tel.: 01332 - 229445, 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 holders of 10.00% Non-Cumulative Redeemable Preference Shares

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time, that the resolution seeking approval for Extension of Redemption Period of 10.00% Non-Cumulative Redeemable Preference Shares, is proposed to be passed by the holders of 10.00% Non-Cumulative Redeemable Preference Shares of the Company through postal ballot.

This Postal Ballot Notice is being sent to all the holders of 10.00% Non-Cumulative Redeemable Preference Shares through electronic mode and also through speed post. The communication of assent or dissent of the Members can take place through the remote e-voting system or ballot paper. In case of ballot voting duly signed ballot form need to be send and addressed to Scrutinizer.

You are requested to read the instructions printed in the Postal Ballot Form and return the Form duly completed in all respects in the self-addressed postage prepaid reply envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 18th March, 2026. The voting period will remain open for 30 days commencing from Tuesday, 17th February, 2026 to Wednesday, 18th March, 2026.

In addition to voting through physical Ballot form, the Company is also providing the facility of remote e-voting to cast votes electronically through the remote e-voting services provided by NSDL on the resolution set forth in this Notice. The remote e-voting period commences from Tuesday, 17th February, 2026 (9:00 am) and ends on Wednesday, 18th March, 2026 (5:00 pm).

The Company has appointed M/s N. K. Rastogi & Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through remote e-voting and ballot Form and the results of the postal ballot will be announced by the Chairman on or before Friday, 20th March, 2026.

Members who have cast their vote by remote e-voting shall not be entitled to vote again through the Postal Ballot Form. In case a member cast his vote by exercising both the ways i.e. through remote e-voting and Ballot form then vote cast through remote e-voting shall prevail.

SPECIAL BUSINESS (ES)

Extension of Redemption Period of 10.00% Non-Cumulative Redeemable Preference Shares.

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 48 and 55 and other applicable provisions of the Companies Act, 2013 read with the all applicable Rules made there-under (including any amendment/modifications thereto or re-enactment thereof for the time being in force), consent of the holders of 10.00% Non-Cumulative Redeemable Preference Shares of the Company be and is hereby given for extension of redemption period of 10.00% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each to the extent and manner given herein:

- a) The 10.00% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each will be redeemed on or before 31st March 2029 on the call of the Company.
- b) Save as mentioned hereinabove, all other terms and conditions of the said Preference shares shall remain the same.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds & things as may be necessary, expedite and incidental thereto to give effect to this Resolution.”

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

**Date: 12th February 2026
Place: Delhi**

**Sd/-
(Mr. Rajesh Garg)
Company Secretary & Compliance Officer
(Membership No. FCS-5841)**

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts also forms part of this notice.
2. The Notice of Postal Ballot along with Ballot form is being sent to all the Preference Shareholders, whose names appear on the Register of Preference shareholders as on Tuesday, 10th February, 2026.
3. The communication of assent or dissent of the Members through the ballot paper to be send to M/s N.K. Rastogi & Associates, Practicing Company Secretaries, Delhi (Scrutinizer) at the following address:-

Address

3, Shankar Vihar, 2nd Floor, Vikas Marg, Delhi - 110092

4. This Postal Ballot Notice along with Ballot form is being sent to all holders of 10.00% Non-Cumulative Redeemable Preference Shares through electronic mode and also through speed post. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.uttamsugar.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com on the website of NSDL at www.evoting.nsdl.com.
5. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Tuesday, 10th February, 2026 will be considered for the purpose of remote e-voting/voting through ballot form.
6. The instructions for e-voting are provided as part of this Postal Ballot Notice ("Instructions relating to E-voting").
7. The Scrutinizer shall, after completion of the scrutiny of votes cast through Postal Ballot and remote e-voting, submit his report to the Chairman. The results of the Postal Ballot, along with the Scrutinizer's Report, shall be declared by the Chairman or such authorised person and shall be displayed on the Company's website at www.uttamsugar.in. The results shall also be intimated to the Stock Exchanges where the Equity Shares of the Company are listed, namely BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com)
8. 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 and the same shall be deemed to have been passed on Wednesday, 18th March, 2026 i.e., the last date specified for receipt of votes through the e-voting process / Ballot form. Further, Resolution shall deemed to have been passed as if it is passed at a Meeting of the holders of preference shares.
9. In case of any concern related to e-voting, the members may contact Mr. Rajesh Garg (Company Secretary and Compliance Officer of the Company) at the following address:

Uttam Sugar Mills Limited

A-2E, IIIrd Floor, C.M.A Tower, Sector -24

Noida -201301 (U.P.)

Tel. :- 0120-4525000

Email: investorrelation@uttamsugar.in.

INSTRUCTIONS RELATING TO E-VOTING: -

1. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, the Members are also provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL on the resolution set forth in this Notice.
2. The details of the process and manner for remote e-voting are explained herein below:

The instructions for shareholders voting electronically are as under:

The remote e-voting period commences on Tuesday, 17th February, 2026 (9:00 am) and ends on Wednesday, 18th March, 2026 (5:00 pm). During this period member as on the cut-off date/record date i.e. Tuesday, 10th February, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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 on NSDL e-voting system.

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. 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.
- iv. 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.*
- v. Your User ID details are given below :
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***
- vi. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- vii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Physical User Reset Password option available on www.evoting.nsdl.com.
 - b) If you are unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. 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.

How to cast your vote electronically 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.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR REMOTE E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

Preference shareholders who wish to obtain login credentials for e-voting are requested to send an email with a scanned request letter duly signed, scanned copy of front and back of one share certificate, and copy of PAN card to investorrelation@uttamsugar.in. and a copy by e-mail at naveen@nkrassociate.com

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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.
2. 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. Richa Rastogi at info@nivis.co.in, or may call at 011-45201005.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE
COMPANIES ACT, 2013**

Extension of Redemption Period of 10.00% Non-Cumulative Redeemable Preference Shares.

The Company had issued Redeemable Preference Shares designated as "Series II" in multiple tranches during the period from 2011 to 2014. The 'Series II' Redeemable Preference Shares were issued at Rs. 200/- per share (including premium of Rs. 100/- per share). Presently, these Preference Shares have 10.00% Dividend on Non-Cumulative basis and same is redeemable on or before 31st March, 2026 on the call of the company

As per section 55 of the Companies Act, 2013, it is provided that redeemable preference shares can be issued for a maximum period of 20 years. Further, as per Section 48 of the Companies Act, 2013 and other applicable provisions, if any, the rights attached to shares of any class may be varied by approval of Preference Shareholders by way of Special Resolutions.

In view of present cash flow position, future capex and budgeting of the Company, the Board of Directors in their meeting held on 12th February 2026 have decided that subject to the approval of preference shareholders of the Company, the redemption period of said preference shares be extended till 31st March, 2029. The approval of the holders of 10.00% Non-Cumulative Redeemable Preference Shares is being sought to pass this resolution.

The Board of Directors recommends the said resolution as set out for the approval of Preference Shareholders by way of Special Resolution.

Mr. Raj Kumar Adlakha, Managing Director of the Company is also Director/ Promoter of some of the entities holding Preference Shares and hence may be deemed to be concerned or interested in the said Resolution as set out above. 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: 12th February 2026
Place: Delhi**

**Sd/-
(Mr. Rajesh Garg)
Company Secretary & Compliance Officer
(Membership No. FCS-5841)**