

September 19, 2016

DCS-CRD BSE Ltd. First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3121/ 2037 Stock Code: 500032	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, 'G' Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No. 2659 8237/ 8238/66418124/5/6/ 66418124/ 5 / 6 Stock Code: BAJAJHIND
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Dear Sir,

Sub.: Proceedings of 84th Annual General Meeting of the Company held on September 16, 2016

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached proceedings of 84th Annual General Meeting of the Company held on September 16, 2016.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours faithfully,

For BAJAJ HINDUSTHAN SUGAR LIMITED

Kausik Adhikari

KAUSIK ADHIKARI
DEPUTY COMPANY SECRETARY

Encl: As above

Gist of the proceedings of the 84th Annual General Meeting of Bajaj Hindusthan Sugar Limited held on September 16, 2016

The 84th Annual General Meeting (the “Meeting”) of the Members of the Company was held on September 16, 2016 at 11:00 A.M. at BHSL Conference Hall, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802.

Since Mr. Kushagra Bajaj, Chairman, could not attend the meeting, Mr. D.K. Shukla, Director was unanimously elected as Chairman and chaired the proceedings of the meeting.

Total 52 Members (including proxies) were attended the meeting as per the records of attendance.

Mr. Ashok Kumar Gupta, Director (Group Operations) gave an overview of the financial performance of the Company for the financial year ended March 31, 2016 and its future outlook. The Chairman of the meeting invited the shareholders to raise their queries, if any, on the account for the year 2015-16. No one raised any query.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had extended remote e-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote e-voting commenced at 9:00 A.M. on September 12, 2016 and ended at 5:00 P.M. on September 15, 2016.

The Chairman also informed the Members that the facility for voting through ballot is made available during the Meeting for Members who have not able to cast their vote through remote e-voting.

The Chairman further informed that the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency for providing e-voting facility and have appointed M/s. S.L. Bhandari & Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and Mr. Avinash Chandra Chaturvedi, Advocate, as Scrutinizer to conduct the Poll process at the AGM Hall.

Thereafter, all the 11 resolutions required to be passed were proposed and seconded. Thereafter, the Chairman ordered a Poll to be taken at the meeting and requested Mr. Avinash Chandra Chaturvedi, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer’s report shall be placed on Company’s website and the website of CDSL.

The resolutions passed by the Members with requisite majority related to the following:

ORDINARY BUSINESS:

1. Adoption of financial statements for the year ended as at March 31, 2016 and the Reports of the Directors and Auditors thereon (**Ordinary Resolution**).
2. Re-appointment of Mr. Kushagra Bajaj (DIN:00017575), as Director who retires by rotation and being eligible offers himself for re-appointment (**Ordinary Resolution**).



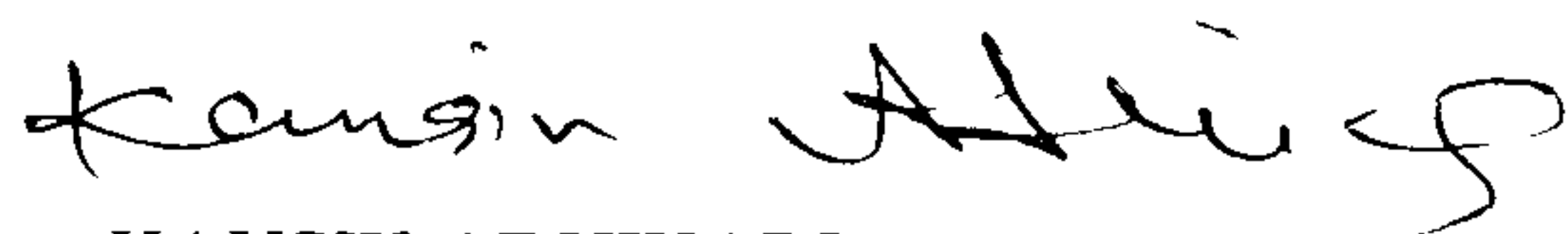
3. Ratification of appointment of M/s Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W) as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and fix their remuneration **(Ordinary Resolution)**.

SPECIAL BUSINESS:

4. Appointment of Mr. Vipulkumar Shirishkumar Modi (DIN: 06985276) as an Independent Director of the Company to hold office upto January 06, 2021 **(Ordinary Resolution)**.
5. Appointment of Mr. Ashok Mukand (DIN: 01235804) as Nominee Director of the Company, not liable to retire by rotation **(Ordinary Resolution)**.
6. Appointment of Mr. Binod Kumar (DIN: 07361689) as Nominee Director of the Company, liable to retire by rotation **(Ordinary Resolution)**.
7. Re-appointment of Mr. Kushagra Bajaj (DIN: 00017575) as Chairman & Managing Director of the Company for a further period of five (5) years w.e.f. April 24, 2017 **(Special Resolution)**.
8. Payment of minimum remuneration to Mr. Ashok Kumar Gupta (DIN: 02608184) Director (Group Operations) as Overall and Minimum Remuneration during the period April 01, 2017 to September 30, 2017 (up to the date of remaining tenure of the present appointment) **(Special Resolution)**.
9. Appointment of Mrs. Kiran Anuj (DIN: 02606822) as Whole-time Director of the Company with designation as Director (Administration) for the period from June 01, 2016 to June 19, 2016 **(Special Resolution)**.
10. Ratification of the remuneration payable to cost auditors for the year 2016-2017 **(Ordinary Resolution)**.
11. Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIPs/GDRs/FCCBs, etc. **(Special Resolution)**.

The consolidated scrutinizer's report was uploaded on Company's website and CDSL. Further, pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the results in the format prescribed were notified to the Stock Exchanges.

FOR BAJAJ HINDUSTHAN SUGAR LIMITED



**KAUSIK ADHIKARI
DEPUTY COMPANY SECRETARY**

