



NIRBHAY KUMAR & ASSOCIATES COMPANY SECRETARIES

NIRBHAY KUMAR
LL.B., ACS

To

The Chairman
51st AGM (Held on 23.03.2015)

Mawana Sugars Limited

05th Floor
Kirti Mahal
19, Rajendra Place
PIN - 110025

Sir

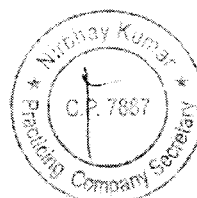
I **NIRBHAY KUMAR**, Company Secretary in Practice (Membership No. 21093, C.P. 7887), proprietor of M/s Nirbhay Kumar & Associates, Delhi was appointed as the scrutinizer in connection with 51st Annual General Meeting of the Company held on March 23, 2015 at 10.00 AM at Shriram Bhartiya Kala Kendra (Lawn), 1 Copernicus Marg, Mandi House, New Delhi - 110001 for the purpose of scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on E- voting and polling carried out as per the provisions of the Companies Act, 2013 and Rule made there under.

In connection with this I am pleased to enclose my reports as under:

1. **Annexure - A**, Scrutinizer Report (**E - Voting**) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rule, 2014.
2. **Annexure - B**, Scrutinizer Report (**Poll**) Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014.
3. **Annexure - C**, Consolidated Report containing information for both polling and E-Voting.

Thanking you
Yours faithfully
For Nirbhay Kumar & Associates

Nirbhay Kumar
C.P. 7887
Date - 24/03/2015



J-28, 1st Floor, Upper Ground Floor, Street No. 5, B. K. Park, New Market Garden,
Gurgaon, Haryana - New Delhi - 110025

E-mail: nirbhay.kumar78@yahoo.com
Mob.: 9868717020, Land Line: 011-64656320



REPORT OF SCRUTINIZER

[E - VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rule, 2014]

To

The Chairman
51st AGM
Mawana Sugars Limited

05th Floor
Kirti Mahal
19, Rajendra Place
PIN - 110025

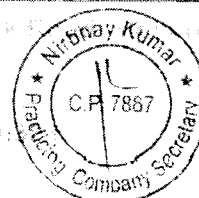
I **NIRBHAY KUMAR**, Company Secretary in Practice (Membership No. 21093, C.P. 7887), proprietor of M/s Nirbhay Kumar & Associates, Delhi was appointed as the scrutinizer in connection with 51st Annual General Meeting of the Company held on March 23, 2015 at 10.00 AM at Shriram Bhartiya Kala Kendra (Lawn), 1 Copernicus Marg, Mandi House, New Delhi - 110001 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E- voting and polling carried out as per the provisions of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014 on the resolutions referred to in this report.

I submit my report as under -

A. The E - Voting period remained open from 17th March 2015 (09.00 AM) to 19th March 2015 (06.00 PM).

B. The Shareholders holding shares as on the cutoff date i.e. 13th February 2015 entitled to vote on the proposed resolutions (Item no. 1 to 7 as set out in the Notice of the AGM).

C. The votes were unblocked on 20th March 2015 at 06.00 PM in presence of two witnesses Mr. Amit Kumar Sinha R/o D - 371, Gali No. 9, Bhagwati Garden Extension Jain Road, New Delhi - 110059 and Santosh Kumar R/o 45/8 Ashok Nagar, New Delhi - 110018 who are not in employment of the Company.



D. There after the details containing inter alia list of Equity Shareholders who voted "For "and "Against" were downloaded from the E-voting website of Central Depository Services India Limited (<http://www.evotingindia.com>).

The result of E-Voting is as under:

1. Resolution No. 1 (Ordinary Resolution)

Adoption of Financial Statement for the Financial Period ended on 31st December 2014.

(i) Voted in favor of the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
10	443870	100 %

(ii) Voted against the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	----

(iii) Invalid Votes

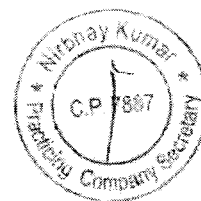
No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	----

2. Resolution No. 2 (Ordinary Resolution)

Appointment of Prof. Dinesh Mohan, Director who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
10	443870	100 %



(ii) Voted against the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	----

(iii) Invalid Votes

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	----

3. Resolution No. 3 (Ordinary Resolution)

Appointment of Statutory Auditors for F.Y. 2015 – 2016

(i) Voted in favor of the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
10	443870	100 %

(ii) Voted against the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	----

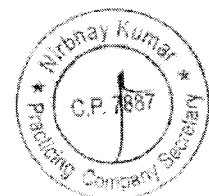
(iii) Invalid Votes

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	----

4. Resolution No. 4 (Ordinary Resolution)

Appointment of Prof. Dinesh Mohan as an Independent Director

(i) Voted in favor of the resolution



No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
9	443760	99.99 %

(ii) Voted against the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
1	110	--

(iii) Invalid Votes

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	-----	-----

5. Resolution No. 5 (Ordinary Resolution)

Appointment of Mr. Ravinder Singh Bedi as an Independent Director

(i) Voted in favor of the resolution

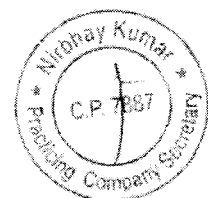
No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
9	443760	99.99 %

(ii) Voted against the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
1	110	--

(iii) Invalid Votes

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	-----	-----



6. Resolution No. 6 (Ordinary Resolution)

Appointment of Mr. Piar Chand Jaswal as Director of the Company

(i) Voted in favor of the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
9	443760	99.99 %

(ii) Voted against the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
1	110	--

(iii) Invalid Votes

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	0.00 %

7. Resolution No. 7 (Ordinary Resolution)

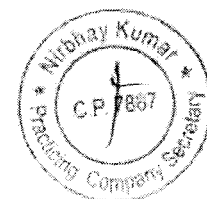
Appointment and Remuneration of Cost Auditor for 2015 – 2016

(i) Voted in favor of the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
10	443870	100 %

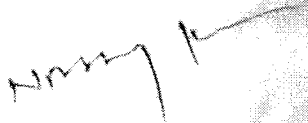
(ii) Voted against the resolution

No. of Members voted through Electronic Voting System	No. of Vote Cast	Percentage of total no. of valid vote cast
Nil	----	----

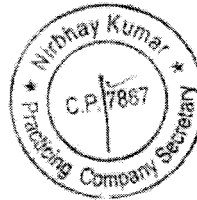


Thanking you
Yours faithfully

For Nirbhay Kumar & Associates



Nirbhay Kumar
C.P. 7887
Date - 24/03/2015





REPORT OF SCRUTINIZER

[VOTING]

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

51st Annual General Meeting of the Equity Shareholders of
Mawana Sugars Limited
Held on 23rd March 2015 at

Shriram Bhartiya Kala Kendra (Lawn)
1 Copernicus Marg
Mandi House
New Delhi - 110001

I NIRBHAY KUMAR, Company Secretary in Practice (Membership No. 21093, C.P. 7887), proprietor of M/s Nirbhay Kumar & Associates, Delhi was appointed as the scrutinizer in connection with 51st Annual General Meeting of the Company held at Shriram Bhartiya Kala Kendra (Lawn), 1 Copernicus Marg, Mandi House, New Delhi - 110001 for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Mawana Sugars Limited, held on 23rd March 2015 at 10.00 AM.

I submit my report as under -

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

23rd March 2015, Plot No. 100, Street No. 5, Kirti Park Road, Connaught Place,
New Delhi - 110059

Nirbhay Kumar & Associates
Chartered Accountants



(8)

1. Resolution No. 1 (Ordinary Resolution)

Adoption of Financial Statement for the Financial Period ended on 31st December 2014.

(i) Voted in favor of the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
141	27368237	99.99 %

(ii) Voted against the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
9	186	2.22 %

(iii) Invalid Votes

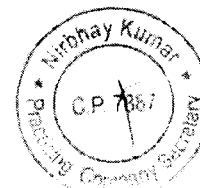
No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them
16	300

2. Resolution No. 2 (Ordinary Resolution)

Appointment of Prof. Dinesh Mohan, Director who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
141	27368237	99.99 %



9

(ii) Voted against the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
9	186	----

(iii) Invalid Votes

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast
16	300

3. Resolution No. 3 (Ordinary Resolution)

Appointment of Statutory Auditors for 2015 - 2016

(i) Voted in favor of the resolution

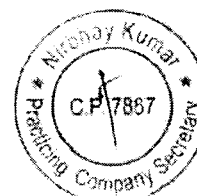
No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
143	27368244	99.99 %

(ii) Voted against the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
7	179	----

(iii) Invalid Votes

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them
16	300



4. Resolution No. 4 (Ordinary Resolution)

Appointment of Prof. Dinesh Mohan as an Independent Director

(i) Voted in favor of the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
141	27368237	99.99 %

(ii) Voted against the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
9	186	----

(iii) Invalid Votes

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them
16	300

5. Resolution No. 5 (Ordinary Resolution)

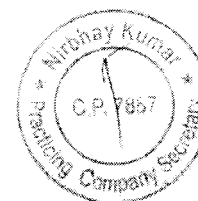
Appointment of Mr. Ravinder Singh Bedi as an Independent Director

(i) Voted in favor of the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
141	27368237	99.99 %

(ii) Voted against the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
9	186	----



(iii) **Invalid Votes**

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them
16	300

6. **Resolution No. 6 (Ordinary Resolution)**

Appointment of Mr. Piar Chand Jaswal as Director of the Company

(i) **Voted in favor of the resolution**

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
141	27368237	99.99 %

(ii) **Voted against the resolution**

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
9	186	

(iii) **Invalid Votes**

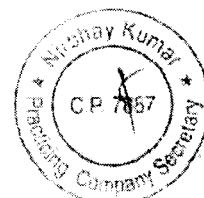
No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them
16	300

7. **Resolution No. 7 (Ordinary Resolution)**

Appointment and Remuneration of Cost Auditor for 2015 - 2016

(i) **Voted in favor of the resolution**

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
143	27368244	99.99 %



(ii) Voted against the resolution

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them	Percentage of total no. of valid vote cast
7	179	

(iii) Invalid Votes

No. of Members present and Voting (in person or by proxy)	No. of Vote Cast by them
16	300

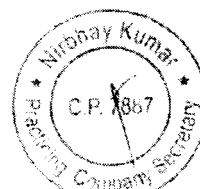
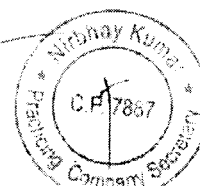
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Director **authorized** by the Board for safe keeping.

Thanking you,

Place: New Delhi
Dated: 24.03.2015

Yours faithfully,

Nirbhay Kumar
Practicing Company Secretary
Scrutinizer



Agenda Wise

In case of Poll/Postal Ballot/E-Voting

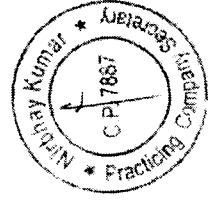
The mode of voting for all resolution was E-Voting and Poll conducted at the Annual General Meeting

Resolution No.1 : Adoption of Financial Statements for the Financial Period Ended 31.12.2014 (15 Months)

Promoter/Public	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes - in favour	No of Votes - against	% of votes in favour of votes casted	% of votes in against of votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27335976	27334248	69.88	27334248	0	98.28	0.00
Public - Institutional holder	777549	443649	1.13	443649	0	1.60	0.00
Public - Others	11003339	34696	0.09	34210	186	0.12	0.00
Total	39116864	27812593	71.10	27812107	186	100.00	0.00

Resolution No.2 : Appointment of Prof. Dinesh Mohan, Director who retires by rotation and, being eligible, offer himself for re-appointment

Promoter/Public	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes - in favour	No of Votes - against	% of votes in favour of votes casted	% of votes in against of votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27335976	27334248	69.88	27334248	0	98.28	0.00
Public - Institutional holder	777549	443649	1.13	443649	0	1.60	0.00
Public - Others	11003339	34696	0.09	34210	186	0.12	0.00
Total	39116864	27812593	71.10	27812107	186	100.00	0.00



(5)

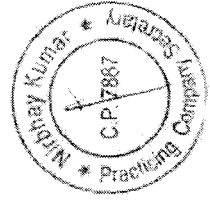
Resolution No.3 : Appointment of Statutory Auditors for 2015-16

Promoter/Public	Nof of shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes - in favour	No of Votes - against	% of votes in favour of votes casted	% of votes in against of votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27335976	27334248	69.88	27334248	0	98.28	0.00
Public - Institutional holder	777549	443649	1.13	443649	0	1.60	0.00
Public - Others	11003339	34696	0.09	34217	179	0.12	0.00
Total	39116864	27812593	71.10	27812114	179	100.00	0.00

Resolution No.4 : Appointment of Prof. Dinesh Mohan as an Independent Director

Promoter/Public	Nof of shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes - in favour	No of Votes - against	% of votes in favour of votes casted	% of votes in against of votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27335976	27334248	69.88	27334248	0	98.28	0.00
Public - Institutional holder	777549	443649	1.13	443649	0	1.60	0.00
Public - Others	11003339	34696	0.09	34210	296	0.12	0.00
Total	39116864	27812703	71.10	27812107	296	100.00	0.00

Resolution No.5 : Appointment of Mr. Ravinder Singh Bedi as an Independent Director



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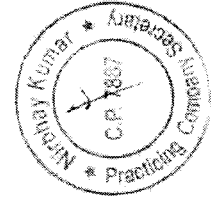
Promoter/Public	Nof of shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes - in favour	No of Votes - against	% of votes of votes ca
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]
Promoter and Promoter Group	27335976	27334248	69.88	27334248	0	
Public - Institutional holder	777549	443649	1.13	443649	0	
Public - Others	11003339	34806	0.09	34210	296	
Total	39116864	27812703	71.10	27812107	296	

Resolution No.6 : Appointment of Mr. Piar Chand Jaswal as a Director

Promoter/Public	Nof of shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes - in favour	No of Votes - against	% of votes of votes ca
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]
Promoter and Promoter Group	27335976	27334248	69.88	27334248	0	
Public - Institutional holder	777549	443649	1.13	443649	0	
Public - Others	11003339	34806	0.09	34210	296	
Total	39116864	27812703	71.10	27812107	296	

Resolution No.7 : Appointment and Remuneration of Cost Auditors for 2015-2016

Promoter/Public	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes - in favour	No of Votes - against	% of votes in favour of votes casted	% of votes in against of votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27335976	27334248	69.88	27334248	0	98.28	0.00
Public - Institutional holder	777549	443649	1.13	443649	0	1.60	0.00
Public - Others	11003339	34586	0.09	34107	179	0.12	0.00
Total	39116864	27812483	71.10	27812004	179	100.00	0.00



Signature
[Handwritten Signature]

1/2