



Anurag Gangrade & Co.
Practicing Company Secretaries

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Scrutinizer's Report-Combined

(Pursuant to section 108 and 109 of the Companies Act 2013 read with rule 20 of the companies (Management and Administrations) rules 2014 as amended)

To,
The Chairman,
UJAAS ENERGY LIMITED
Survey No. 211/1, Opp. Sector - C & Metalman,
Sanwer Road Industrial Area,
Indore (M.P.) - 452015

Dear Sir,

Sub: Scrutinizer's Report on Remote E-Voting and Ballot Paper at the 16th Annual General Meeting of the Company

1. I, **Anurag Gangrade, Practicing Company Secretary**, has been appointed as a Scrutinizer by-

- (i) The Board of Directors of **Ujaas Energy Limited** (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions to be passed at the 16th Annual General Meeting of the equity shareholders / members of the Company held on Wednesday, the 23rd day of September, 2015.
- (ii) The Chairman of the Annual General Meeting (AGM) ordered the poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 16th Annual General Meeting of the members of the Company held on Wednesday, the 23rd day of September, 2015 at 03:30 P.M. at NRK Business Park, Vijaynagar Square, Indore (M.P.) - 452010.

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2. DISPATCH OF NOTICE CONVENING ANNUAL GENERAL MEETING

The Company has informed that on the basis of the Register of Members and the list made available by the depositories viz National Security Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL), the Notice dated 13th August 2015 along with the statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

3. CUT OFF DATE

The voting rights were reckoned on Wednesday, 16th September 2015, being the cut off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. REMOTE-EVOTING:

4.1 Agency:

The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform.

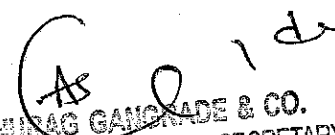
4.2 Remote E-Voting:

Remote E-Voting platform remained open from Sunday, 20th September, 2015 (09.00 a.m.) upto Tuesday, 22nd September, 2015 (05.00 p.m.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and /or Special Resolutions, on the e-voting platform provided by CDSL.

5. VOTING AT THE ANNUAL GENERAL MEETING :

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly CDSL, the E-voting agency provided me with the names, DP ID/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.


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5.3 Further, the Chairman announced voting through Ballot paper at the Annual General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.

6. COUNTING PROCESS:

6.1 After the voting at the meeting was concluded, ballot box kept for the purpose of casting of votes was locked in my presence.

6.2 The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Bigshare Services Pvt. Ltd, the Registrar and Transfer Agent of the Company and the Authorizations/ proxies lodged with the Company.

6.3 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Sachin Solanki and Ms. Renu Kaur, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

7. RESULTS

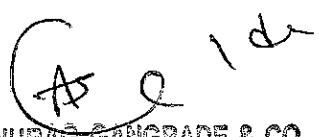
7.1 I observed that

- a) 7 members had cast their votes through Ballot Paper conducted at the meeting.
- b) 33 members had cast their votes through remote E-voting.

7.2 Based on the aforesaid results, Six Ordinary Resolutions and Six Special Resolution as contained in Item No. 1 to 12 of the Notice dated 13th August, 2015 have been passed with requisite majority as per the provisions of the Companies Act 2013.

I have issued Separate Scrutinizer's Report dated 25th day of September, 2015 on the Remote E-voting and voting through Ballot Paper on the resolutions contained in the Notice to the Annual General Meeting.

As requested by Management, I submit herewith my combined report on the results of Remote E-voting and voting through Ballot Papers under -


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Item No.1: Ordinary Resolution

Receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including the audited Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement and the Board's Report and Auditors' Report thereon.

(i) Voted in favour of resolution:

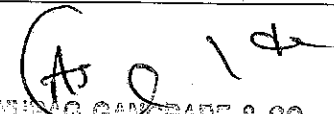
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	32	89796254	99.9998
Voting through Ballot Paper	7	760	100.0000
Total	39	89797014	99.9998

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	0.0002
Voting through Ballot Paper	0	0	0.0000
Total	1	200	0.0002

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.2: Ordinary Resolution

Declaration of dividend on Equity Shares of the Company.

(i) Voted in favour of resolution:

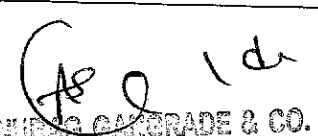
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	31	89796054	99.9996
Voting through Ballot Paper	7	760	100.0000
Total	38	89796814	99.9996

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	400	0.0004
Voting through Ballot Paper	0	0	0.0000
Total	2	400	0.0004

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No. 3: Ordinary Resolution

Appointment of Mr. Vikalp Mundra (DIN: 00113145) as a Director, liable to retire by rotation.

(i) Voted in favour of resolution:

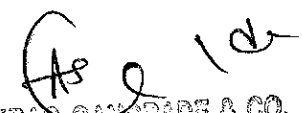
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	32	89796254	99.9998
Voting through Ballot Paper	7	760	100.0000
Total	39	89797014	99.9998

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	0.0002
Voting through Ballot Paper	0	0	0.0000
Total	1	200	0.0002

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.4: Ordinary Resolution

Ratification of appointment of M/s Ashok Khasgiwala & Co., Chartered Accountants, Indore, (Firm Registration No.0743C) as Statutory Auditors of the Company.

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	30	89795349	99.9988
Voting through Ballot Paper	7	760	100.0000
Total	37	89796109	99.9988

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	3	1105	0.0012
Voting through Ballot Paper	0	0	0.0000
Total	3	1105	0.0012

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-

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Item No.5: Ordinary Resolution**Appointment of Mr. Manish Agrawal (DIN: 03455849) as an Independent Director.**

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	31	89794254	99.9998
Voting through Ballot Paper	7	760	100.0000
Total	38	89795014	99.9998

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	0.0002
Voting through Ballot Paper	0	0	0.0000
Total	1	200	0.0002

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.6: Ordinary Resolution

Ratification and confirmation of the remuneration to be paid to M/s. Vijay P. Joshi & Associates, Cost Accountants for the financial Year 2015- 2016.

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	30	89794249	99.9998
Voting through Ballot Paper	7	760	100.0000
Total	37	89795009	99.9998

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	205	0.0002
Voting through Ballot Paper	0	0	0.0000
Total	2	205	0.0002

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.7: Special Resolution

Re-Appointment of Mr. Shyam Sunder Mundra (DIN 00113199) as an Executive Chairman and the Managing Director of the Company.

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	32	89796254	99.9998
Voting through Ballot Paper	7	760	100.0000
Total	39	89797014	99.9998

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	0.0002
Voting through Ballot Paper	0	0	0.0000
Total	1	200	0.0002

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.8: Special Resolution**Re-Appointment of Mr. Vikalp Mundra (DIN 00113145) as Joint Managing Director of the Company.**

(i) Voted in favour of resolution:

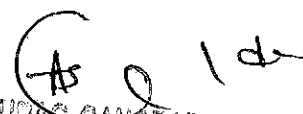
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	32	89796254	99.9998
Voting through Ballot Paper	7	760	100.0000
Total	39	89797014	99.9998

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	0.0002
Voting through Ballot Paper	0	0	0.0000
Total	1	200	0.0002

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.9: Special Resolution

Re-Appointment of Mr. Anurag Mundra (DIN: 00113172) as the Joint Managing Director of the Company.

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	31	89795354	99.9988
Voting through Ballot Paper	7	760	100.0000
Total	38	89796114	99.9988

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1100	0.0012
Voting through Ballot Paper	0	0	0.0000
Total	2	1100	0.0012

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.10: Special Resolution**Issue of further securities by the company.**

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	30	89794126	99.9974
Voting through Ballot Paper	6	60	7.8947
Total	36	89794186	99.9966

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	3	2328	0.0026
Voting through Ballot Paper	1	700	92.1053
Total	4	3028	0.0034

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.11: Special Resolution

Issue of securities by the Company under the "UJAAS EMPLOYEES STOCK OPTION SCHEME 2015".

(i) Voted in favour of resolution:

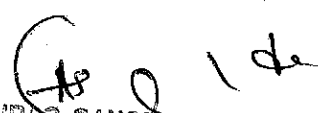
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	29	89793849	99.9971
Voting through Ballot Paper	6	60	7.8947
Total	35	89793909	99.9963

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	2605	0.0029
Voting through Ballot Paper	1	700	92.1053
Total	5	3305	0.0037

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Item No.12: Special Resolution

Grant of Employee Stock Options to the employees of the Subsidiary/holding Companies of the Company under Ujaas Employee Stock Option Scheme 2015.

(i) Voted in favour of resolution:

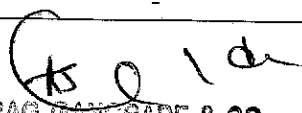
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	28	89791849	99.9971
Voting through Ballot Paper	6	60	7.8947
Total	34	89791909	99.9963

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	2605	0.0029
Voting through Ballot Paper	1	700	92.1053
Total	5	3305	0.0037

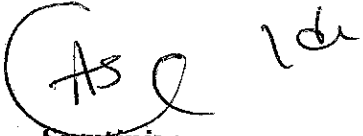
(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-


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Conclusion: All the 12 (Twelve) Resolutions stands passed under e-voting combined with poll at the Annual General Meeting with requisite majority.

Thanking you,
Yours Faithfully,



Scrutinizer

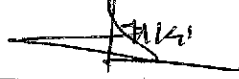
**Name: Anurag Gangrade
Practicing Company Secretary**

ACS: 29651; CP: 13013

Place: Indore

Date: 25.09.2015

WITNESSES



SACHIN SOLANKI



RENU KAUR