(Annexure - A)

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

109 CHOUDHARY COMPLEX ,
9 V S BLOCK, SHAKARPUR ,
DELHI -110092.
PHONE 011-22022598
naveen@nkrassociate.com

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR UTTAM SUGAR MILLS LIMITED

To,

The Chairman,

19th ANNUAL GENERAL MEETING OF UTTAM SUGAR MILLS LIMITED

REGD OFF **VILLAGE LIBBERHERI, TEHSIL ROORKEE**

HARIDWAR , UTTRAKHAND 247667

Sub: Passing of Resolution(s) through electronic AND poll conducted at the 19th Annual General Meeting held on MONDAY, the 15th DECEMBER, 2014

The Board of the Company at its meeting held on 12 November, 2014 had appointed me as Scrutinizer for the e-voting held between December 9th , 2014 at 09:00 A. M. to December 11th , 2014 at 6:00 P. M. and for the poll held at the 19th Annual General Meeting of the Company on the December 15, 2014.

UTTAM SUGAR MILLS LIMITED NOIDA

N.K. RASTOGI & ASSOCIATES C.P. No.-3785 COMPANY SECRETARIES

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The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Tuesday, December 9th , 2014 at 09:00 A. M. to Thursday December 11th , 2014 at 6:00 P. M. The e-voting results were unblocked by me on 11th December , 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated December 12, 2014 attached herewith.

At the 19th Annual General Meeting of the Company held on December 15, 2014, the Company Secretary of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Company had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated December 16, 2014.

The result of the E- voting together with that of the poll is as under:

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Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100
Item No. 4 of the Notice (As an Special Resolution)	E-Voting	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100
Item No. 5 of the Notice (As an Special Resolution)	E-Voting	1829838	99.70	0	0	#26966865	99.99
	Poll	5585	0.30	0	0	1617	0.01
	TOTAL	1835423	100.00	0	0	26968482	100

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Item No. 6 of the Notice (As an Special Resolution)	**E-Voting**	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100
Item No. 7 of the Notice (As an Special Resolution)	**E-Voting**	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100
Item No. 8 of the Notice (As an Special Resolution)	**E-Voting**	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100
Item No. 9 of the Notice (As a Special Resolution)	**E-Voting**	28796703	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	TOTAL	28802288	100.00	0	0	1617	100

26966865 equity shares held by the related parties are not considered for the purpose of passing of special resolutions at Item No. 5 of the Notice.

All the Resolutions stand passed under e-voting and poll with the requisite majority.

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I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you,

Yours Sincerely

N.K. RASTOGI & ASSOCIATES C.P. No -3785 COMPANY SECRETARIES

NAVEEN KUMAR RASTOGI
SCRUTINIZER
C. P. No. 3785
N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

Place : New Delhi
Dated : 16.12.2014

UTTAM SUGAR MILLS LIMITED NOIDA