

Proceedings of the Eighty Third Annual General Meeting of The Oudh Sugar Mills Limited held on Monday, 14th September, 2015 at 11.00 A.M. at the Registered Office of the Company at Meeting Hall, Oudh Sugar Mills Complex, P.O. Hargaon, Dist. Sitapur, Uttar Pradesh, Pin – 261 121.

P r e s e n t

Mr Anand Ashvin Dalal (DIN 0353555)	:	Director & Chairman of the Audit Committee and Member of Nomination and Remuneration Committee
Mrs Shashi Sharma (DIN 02904948)	:	Director & Member of Stakeholders' Relationship Committee
Mr Anand Sharma (FCS 7305)	:	Company Secretary
Mr Zeeshan Daiya	:	Representing Statutory Auditors M/s S R Batliboi & Co., LLP, Chartered Accountants
Mr Mohan Ram Goenka	:	Scrutiniser

Members Present:

35 shareholders personally present representing 1,59,55,930 Equity Shares

Inspection Documents

The Register of Director's and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested as per section 189 of the Act, Secretarial Audit Report and all other inspection documents as mentioned in the Notice of the AGM were kept open and remained accessible and open for inspection by the members during the continuance of the meeting.

Chairman

In view of the absence of Mr Chandra Shekhar Nopany, the Chairman of the Company, Mr S Subramanian, a representative shareholder of New India Retailing & Investment Limited in terms of Section 113 of the Companies Act, 2013 proposed the name of Mr Anand Ashvin Dalal for being appointed as Chairman to preside over the proceedings of the Meeting. The said proposal having been seconded by Mr D K Sharma, a representative shareholder of M/s Uttar Pradesh Trading Company Limited in terms of Section 113 of the Companies Act, 2013 was carried unanimously by voice vote. Accordingly Mr Anand Ashvin Dalal took the Chair.

The Chairman welcomed the members present to the 83rd Annual General Meeting of the Company and after having ascertained that Audited Accounts, Reports of the Directors' and Auditors' and also the Register of Directors and Key Managerial



Personnel and their shareholding along with other inspection documents were on table and after confirmation from the Company Secretary that the requisite quorum as per Section 103 was present, called the Meeting to order and finally commenced the proceedings at 11:00 AM.

The Chairman thereafter introduced the Directors and the Company Secretary and also acknowledged the presence of the representative of Statutory Auditors.

The Chairman addressed the members present and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015. In his review Chairman extensively dealt with the present business plan and the road lying ahead of the Company. In his welcome address he also stated that the Company's financial as on March 31, 2015 suggest about erosion of its networth and necessary actions as per applicable law would be taken in due course. However, he also stated the Board has already undertaken a composite scheme of arrangements whereby all the stakeholders would be benefitted.

Voting

The Chairman informed the members present that in due compliance with the provisions of revised Clause 35B of the Listing Agreement, Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration Rules), 2014, the Company had engaged National Securities Depository Limited (NSDL) to provide e-voting facilities to the members to enable them to cast their votes electronically on all resolutions set forth in the notice calling the 83rd AGM from the place other than the venue of AGM i.e remote e-voting. The remote e-voting commenced from 9:00 AM on Friday, 11th September, 2015 and ended at 5:00 PM on Sunday, 13th September, 2015. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 7th September, 2015, cast their vote electronically.

He further informed that the Board of Directors of the Company had appointed Mr Mohan Ram Goenka of M/s MR & Associates, Practicing Company Secretaries as Scrutinizer for conducting the e-voting process in a fair and transparent manner. He further informed that the Company is also providing the facility of voting through ballot process at this meeting to the shareholders of the Company, who have not opted for remote e-voting.

Notice

With the consent of the Members present at the meeting, the Notice dated 2nd July, 2015 convening the meeting was taken as read.



Financial Statement & Auditors' Report

The Chairman stated that copies of the audited Standalone and Consolidated Financial Statements for the year ended 31st March 2015 together with Directors' Report and Auditors' Report have been posted and electronically delivered to all through permitted mode and these have been with the members for sometime now.

He also stated originals of these documents along with Secretarial Audit Report were also available for inspection by the members. The Chairman then requested the Company Secretary, Mr Anand Sharma, to read the Auditors' Report for the year ended March 31, 2015 in terms of Section 145 of the Companies Act 2013 to the Members of the Company which was accordingly read aloud.

The Chairman thereafter, invited the members to offer comments, give suggestions and seek clarifications on the Annual Report and Audited Accounts of the Company or any other items stated in notice calling 83rd AGM . Upon members completing their submissions, the Chairman answered all the relevant queries to the satisfaction of the members and also briefed about the current workings and new initiatives of the company.

The Chairman informed the members that as per statutory requirements voting by show of hand is not permitted at the general meeting where voting by electronic means has been offered to the members in pursuance to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management & Administration), Rules 2014, as amended thereof, member who have not casted their vote electronically were provided with facility of voting through ballot form at the AGM venue. The Chairman then advised the Company Secretary to distribute the Ballot Papers for physical voting which was done through Ballot Process.

The Chairman requested the members present to propose and second the resolutions as set out in the notice dated 2nd July, 2015 so that voting through ballot process could be conducted at one go towards the end for those members who could not cast their vote through remote e-voting. He further informed that Mr Mohan Ram Goenka, shall also act as the Scrutiniser for the physical ballot process to be conducted at the AGM venue and would submit his consolidated scrutinizer's report within 48 hours of conclusion of this meeting to the Chairman of the Meeting and upon submission of report by the Scrutiniser, the Chairman shall declare the results of the voting forthwith. Mr Mohan Ram Goenka after ensuring that members participating and eligible to vote have casted their votes, immediately counted the votes by physical ballot process and then unblocked the votes casted through remote e-voting. The Chairman thereafter stated that the voting results would be submitted to the Stock Exchange and would also be uploaded on the company's website besides being put up on the notice board of the registered office.

The Chairman confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules and standards made there under and informed that all the business of the meeting having been completed



thanked the members for their active participation, continuous support and encouragement over the years.

The meeting was concluded at about 11:30 AM with vote of thanks to the Chair.

The resolutions as set out in item no.1 to item no.7 of the notice calling the AGM have been duly passed with requisite majority and the voting results (including e-voting) have been recorded hereunder as part of the proceedings of the AGM.

ORDINARY BUSINESS

Resolution No. 1

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015. – As an Ordinary Resolution

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Directors' Report as also the Auditors' Report thereon and the Audited Consolidated Financial Statement of the Company for the year ended 31st March 2015 as circulated to all the members of the Company and now laid before this meeting, be and each one of the same are hereby received, considered, approved and adopted."

Proposed by : Mr Anand Kumar Gupta

Seconded by : Mr Shree Kant Singh

Resolution No. 2

Re-appointment of Director in place of Mr. Chand Bihari Patodia (DIN-01389238), who retires by rotation and is eligible for re-appointment.- As an Ordinary Resolution

"RESOLVED THAT Mr Chand Bihari Patodia (DIN : 01389238), Director who retires by rotation at this Annual General Meeting and who being eligible offers himself for re-appointment, be and he is hereby re-appointed as a Director of the Company liable to retire by rotation."

Proposed by : Mr Mahesh Kumar Holani

Seconded by : Mr Govind Mishra

Resolution No. 3

Appointment of M/s. S R Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company and fixing of their remuneration - As an



Ordinary Resolution

"RESOLVED THAT Messrs S R Batliboi & Co., LLP., Chartered Accountants, 22 Camac Street, Kolkata having Firm Registration No. 30100E be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration and other terms of engagement as would be fixed by the Board of Directors of the Company."

Proposed by : Mr Pramod Kumar

Seconded by : Mr A K Shukla

SPECIAL BUSINESS

Resolution No. 4

Amendment of the terms and conditions of appointment of Mr. Chandra Shekhar Nopany, (DIN-00014587) - As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the members be and is hereby accorded to amend the terms and conditions of appointment of Mr. Chandra Shekhar Nopany, (DIN-00014587), whose designation is being changed from Managing Director to Non-Executive Chairman, liable to retire by rotation, with effect from 30th June, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Board delegated Committees) be and they are hereby authorized to do or cause to be done in the name and cost of the Company all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Proposed by : Mr Anand Gupta

Seconded by : Mr Vijay Veer Singh

Resolution No. 5

Appointment of Ms. Shashi Sharma (DIN – 02904948), as an Independent Director of the Company - As an Ordinary Resolution

"RESOLVED THAT Ms. Shashi Sharma (DIN-02904948), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th May, 2015, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and who qualifies to be an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for



the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, to hold office for five consecutive years from the date of this Annual General Meeting.

Proposed by : Mr D K Sharma

Seconded by : Mr Braj Mohan Sharma

Resolution No. 6

Ratification of the Remuneration of Cost Auditors of the Company for Financial year 2015-16 – As an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of Rs 109,000/- (apart from reimbursement of out of pocket expenses and applicable taxes) to Cost Auditor, M/s. D Radhakrishnan & Co., for conducting the audit of the cost records of the Company for the year ending 31st March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby approved and ratified.

Proposed by : Mr P K Gupta

Seconded by : Mr R K Singh

Resolution No. 7

Appointment of Mr Chand Bihari Patodia (DIN-01389238), as Whole-time Director of the Company – As a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and such other approvals, consent of the members of the Company be and is hereby accorded to the appointment of Mr Chand Bihari Patodia (DIN-01389238), as a Whole-time Director, without any remuneration, for a period of three years with effect from 1st July, 2015 and whose office is liable to retire by rotation, if required, under the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Board delegated Committees) be and they are hereby authorized to alter and vary the terms



and conditions of the appointment from time to time at its discretion, subject to and in accordance with the provisions of Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to do or cause to be done in the name and cost of the Company all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Proposed by : Mr Arvind Mishra

Seconded by : Mr Nitesh Agarwal

The summary of scrutinizer's Report containing the Results of the remote e-voting and voting through Ballot paper at the AGM venue are as under:

Item No. 1 - Ordinary Resolution :

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	27	16311909	21	2362	48	16314271	100
Dissent	0	0	0	0	0	0	0
Total	27	16311909	21	2362	48	16314271	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 2 - Ordinary Resolution:

Re-appointment of Director in place of Mr. Chand Bihari Patodia (DIN-01389238), who retires by rotation and is eligible for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	27	16311909	21	2362	48	16314271	100
Dissent	0	0	0	0	0	0	0
Total	27	16311909	21	2362	48	16314271	100
Abstain / Invalid	0	0	0	0	0	0	-



Item No. 3 - Ordinary Resolution :

Appointment of Statutory Auditors and fixing of their remuneration

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	27	16311909	21	2362	48	16314271	100
Dissent	0	0	0	0	0	0	0
Total	27	16311909	21	2362	48	16314271	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 4 - Ordinary Resolution:

Amendment of the terms and conditions of appointment of Mr. Chandra Shekhar Nopany, (DIN-00014587)

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	25	16227304	21	2362	46	16229666	100
Dissent	0	0	0	0	0	0	0
Total	25	16227304	21	2362	46	16229666	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 5 - Ordinary Resolution:

Appointment of Ms Shashi Sharma (DIN 02904948], as an Independent Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	26	16311424	21	2362	47	16313786	99.99 (approx.)
Dissent	1	485	0	0	1	485	0.01 (approx.)
Total	27	16311909	21	2362	48	16314271	100
Abstain / Invalid	0	0	0	0	0	0	-



Item No. 6 – Ordinary Resolution:

Ratification of the Remuneration of Cost Auditors of the Company for Financial year 2015-16

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	26	16311409	21	2362	47	16313771	100
Dissent	0	0	0	0	0	0	0
Total	26	16311409	21	2362	47	16313771	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 7 – Special Resolution:

Appointment of Mr Chand Bihari Patodia (DIN-01389238), as Whole-time Director of the Company

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	26	16311424	21	2362	47	16313786	99.99 (approx.)
Dissent	1	485	0	0	1	485	0.01 (approx.)
Total	27	16311909	21	2362	48	16314271	100
Abstain / Invalid	0	0	0	0	0	0	-

It was noted that on the basis of the consolidated results of remote e-voting and voting by physical ballot form at the venue of AGM, all the resolutions as set forth in the notice calling 83rd AGM have been passed with requisite majority and have been deemed to be passed at the date of the 83rd AGM i.e. 14th September 2015.

CERTIFIED TRUE COPY
For The Oudh Sugar Mills Ltd.

Date: 29.09.2015


Company Secretary

Sd/-

CHAIRMAN