



Sugar

K.K. BIRLA GROUP OF SUGAR COMPANIES

OSML/SE/14-15/10

December 29, 2014

BSE Limited
First Floor, New Trade Wing
Rotunda Building,
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 023

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/1, 'G'Block
Bandra- Kurla Complex
Bandra East
Mumbai 400 051

Scrip Code – 507260

Stock Code - OUDHSUG

Sub: Declaration of Results of Postal Ballot

Dear Sir,

Further to our letter no OSML/SE/2014-15/8 dated November 25, 2014, we enclose the results of the Postal Ballot along with a copy of the Report on Postal Ballot submitted by the Scrutiniser CS Mohan Ram Goenka, (CP-2551), Practicing Company Secretary, for your records.

Thanking you,

Yours faithfully
For The Oudh Sugar Mills Limited

Anand Sharma
Company Secretary

Encl – as above



The Oudh Sugar Mills Limited



Birla Sugar

K.K. BIRLA GROUP OF SUGAR COMPANIES

DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had sought the approval of the Members through Postal Ballot (including e-voting) on the special resolutions contained in the Postal Ballot Notice dated 5th November, 2014.

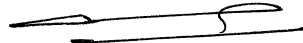
As per the Report of the Scrutiniser, CS Mohan Ram Goenka (CP - 2551), Practicing Company Secretary, dated December 27, 2014, the result of Postal Ballot (including e-voting) is given hereunder:

Item No. of Notice	Particulars of Special Resolution	Total No. Of Valid Votes	Total Votes cast in favour		Total Votes cast against	
			No. of Shares	% of votes	No. of Shares	% of votes
1	Resolution to make further investment, provide loan or give guarantee or provide security in connection with loans to any other body corporate or person for an amount not exceeding Rs. 300 Crores (Rupees Three hundred Crores).	16614736	16595516	99.88 (approx.)	19220	0.12 (approx.)
2	Resolution to alter the Articles of Association of the Company, by adopting new set of Articles of Association containing regulations in conformity with the Companies Act, 2013.	16610242	16599890	99.94 (approx.)	10352	0.06 (approx.)

The aforesaid resolutions are therefore, deemed to be approved by the shareholders of the Company as "Special Resolutions" with requisite majority.

**By Order of the Board
For The Oudh Sugar Mills Limited**

Place : Hargaon
Date : 29.12.2014


**Chand Bihari Patodia
Director**



The Oudh Sugar Mills Limited

Corporate Office and Correspondence Address : Birla Building (5th Floor) • 9/1 R. N. Mukherjee Road • Kolkata 700 001 • E-mail : birlasugar@birla-sugar.com
Phone : (+91 33) 2243 0497/8, 2248 7065, 3057 3700, 3041 0900 • Fax : (+91 33) 2248 6369
Regd. Office : P.O. Hargaon • Dist. Sitapur (U.P.) • PIN - 261 121
CIN : L15432UP1932PLC025186

Scrutinizer's Report

Combined Report on e-voting and postal ballot

To,

The Chairman / Board of Directors
THE OUDH SUGAR MILLS LIMITED
P.O. Hargaon, Dist. Sitapur (U.P.),
Pin - 261121

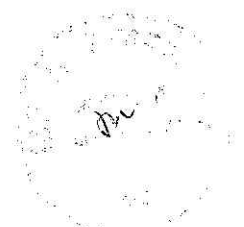
Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of THE OUDH SUGAR MILLS LIMITED (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and postal ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the proposed Resolutions to be passed through postal ballot.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and postal ballot on the proposed resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and duly completed Postal Ballot Form(s) as received from the shareholders not later than 5:00 P.M. on 24th December' 2014.
3. I have issued separate Scrutinizer's Report dated 27th December, 2014 on the e-voting and postal ballot on the proposed resolutions contained in the notice to the postal ballot. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:

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R. No.: 6, Kolkata 700012,
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Phone No : 2237 9517



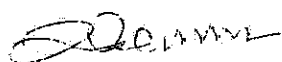
MR & Associates

Company Secretaries

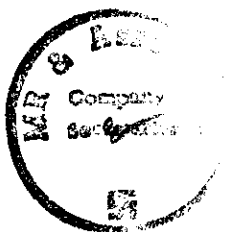
Item No. of Notice	Particulars and Type of Resolution	Total No. of Valid Votes	Total Votes cast in favor		Total Votes cast in against	
			No. of shares	% votes cast	No. of shares	% votes cast
Item No. 1	Special Resolution; Resolution to make further investment, provide loan or give guarantee or provide security in connection with loans to any other body corporate or person for an amount not exceeding Rs. 300 Crores (Rupees Three hundred Crores).	16614736	16595516	99.88 (approx.)	19220	0.12 (approx.)
Item No. 2	Special Resolution; Resolution to alter the Articles of Association of the Company, by adopting new set of Articles of Association containing regulations in conformity with the Companies Act, 2013.	16610242	16599890	99.94 (approx.)	10352	0.06 (approx.)

Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551



Place: Kolkata
Date: 27.12.2014

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Scrutinizer's Report (e-voting)

[Pursuant to rule Section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

The Chairman / Board of Directors
THE OUDH SUGAR MILLS LIMITED
P.O. Hargaon, Dist. Sitapur (U.P.),
Pin - 261121

Sub: Scrutinizer Report on e-voting conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of THE OUDH SUGAR MILLS LIMITED. (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution to be passed through postal ballot.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my Report as under:
 - (i) The e-voting period begins from 9:00 A.M. on **November 25, 2014** and ends at 5:00 P.M. on **December 24, 2014**.
 - (ii) The member of the Company as on "cut off" date i.e. **14th November, 2014** were entitled to vote on the resolutions

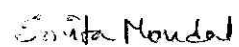
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Mobile No.9831074332
Phone No : 2237 9517

(III) The votes cast were unblocked on 26.12.2014 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Sneha Khaitan


Ms. Smita Mondal

(IV) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such report generated, the results of the e-voting is as under:

Item No. 1 :-

Resolution to make further investment, provide loan or give guarantee or provide security in connection with loans to any other body corporate or person for an amount not exceeding Rs. 300 Crores (Rupees Three hundred Crores).

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
28	16504471	99.96 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
5	6914	0.04 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Number of votes cast by them (No. of shares held)
NIL	NIL

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Item No. 2:-

Resolution to alter the Articles of Association of the Company, by adopting new set of Articles of Association containing regulations in conformity with the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
28	16504471	99.99 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
3	2420	0.01 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Number of votes cast by them (No. of shares held)
NIL	NIL

Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata

Date: 27.12.2014

Our Office :

46, B. B. Ganguly Street, 4th Floor

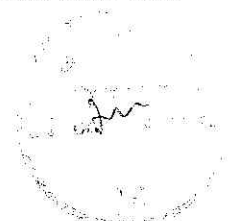
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Mobile No.9831074332

Phone No : 2237 9517



Scrutinizer's Report (Postal Ballot)

[Pursuant to rule Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman / Board of Directors
THE OUDH SUGAR MILLS LIMITED
P.O. Hargaon, Dist. Sitapur (U.P.),
Pin - 261121

Sub: Scrutinizer Report on Postal Ballot conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

1. I Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of THE OUDH SUGAR MILLS LIMITED (the Company) as a Scrutinizer for the purpose of Scrutinizing the postal ballot process and ascertaining the requisite majority on ballot voting carried out as per the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through postal ballot means on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the forms received from the shareholders by casting of their votes through postal ballot
3. Further to the above, I submit my Report as under:
 - (I) The duly completed postal ballot form as received by the Scrutinizer not later than 5:00 P.M. on 24th December, 2014.
 - (II) The member of the Company as on "cut off" date i.e. 14th November, 2014 were entitled to vote on the resolutions.

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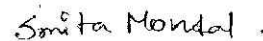
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Phone No : 2237 9517



- (III) The votes cast were unblocked on 26.12.2014 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ms. Sneha Khaitan



Ms. Smita Mondal

- (iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were derived from the postal ballot forms and based on such data, the results of the postal ballot voting is as under:

Item No. 1 :-

Resolution to make further investment, provide loan or give guarantee or provide security in connection with loans to any other body corporate or person for an amount not exceeding Rs. 300 Crores (Rupees Three hundred Crores).

- (i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
204	91045	88.09 (approx.)

- (ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
25	12306	11.91 (approx.)

- (iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Number of votes cast by them (No. of shares held)
7	13168

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Item No. 2:-

Resolution to alter the Articles of Association of the Company, by adopting new set of Articles of Association containing regulations in conformity with the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
214	95419	92.33 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them (No. of shares held)	% of the Total Number of Valid Votes cast
15	7932	7.67 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Number of votes cast by them (No. of shares held)
7	13168

Thanking You,

Yours Faithfully,


Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata
Date: 27.12.2014

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