(Annexure-1)

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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SCRUTINIZER'S REPORT
ON POSTAL BALLOT THROUGH PHYSICAL AND E-VOTING
FOR UTTAM SUGAR MILLS LIMITED
FOR NOTICE DATED 14TH FEBRUARY 2015

The Chairman
UTTAM SUGAR MILLS LIMITED
Regd. Office: Village Libberheri, Tehsil Roorkee,
District Haridwar, Uttarakhand - 247667.

Subject : Passing of resolutions through Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreements – Report on e-Voting and Physical Postal Ballots received .

Dear Sir,

I have been appointed as a Scrutinizer for the postal ballot process pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, by the Board of Directors ("The Board") of **Uttam Sugar Mills Limited** ("The Company") at their meeting held on 14th February, 2015.

1. The Company engaged **Central Depository Services (India) Limited (CDSL)** as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. ***M/s Link Intime India Private Limited*** are the Registrar and Transfer Agent for the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the three items mentioned in the notice dated 14th February, 2015 sought to be transacted through postal ballot. **Central Depository Services (India) Limited (CDSL)** had set up e-voting facility on their website, https://www.evotingindia.com . The Company had uploaded all the items of the business to be transacted on the website of the Company and Company's Service Provider (CDSL) also facilitated the same to the shareholders to cast their vote.
2. As on the cutoff date there were 20798 Shareholders of the Company. The Postal Ballot Notice was sent through email to 8754 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. The Notice was sent in the physical form to 12044 shareholders.

N.K. RASTOGI & ASSOCIATES * COMPANY SECRETARIES * C.P. No. 3736

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3. The Electronic mailing process of Postal ballot notice through e mail was completed on 20th of March, 2015 and the dispatched of physical postal ballot form to the share holders by registered post / courier along with self address postage prepaid business reply envelop was also completed on 20th March, 2015.

4. The Postal Ballot Notices sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as well as physically as provided in the Companies (Management and Administration) Rules, 2014.

5. The cutoff date (Record date) for the purposes of identifying the Shareholders who were entitle to vote on the resolutions placed for the approval of the shareholders was 06th March, 2015. The e-voting facility was kept open from 10.00 A. M. on 23rd March, 2015 till 5.00 P.M on 21st April, 2015.

6. As per the requirement of The Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement, which was published on 21st March, 2015 in The Financial Express (English) and Himachal Times (Hindi).

7. At the end of the voting period on 21st April, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On 21st April, 2015. The votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Naresh Agarwal and Ms. Divya Yadav who acted as the witnesses.

8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.



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As a Scrutinizer the report of the **e-voting** carried by the shareholders was duly compiled, the detail of which are as follows:-

Resolution No. 1 – Special Resolution under Sections 13 and 61 of the Companies Act, 2013 for Re-classification of the Authorised Share Capital of the Company.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10/-
Total Votes received by electronic mode	30	28839948
Less Total Number of Invalid Votes	0	0
TOTAL VALID VOTES	30	28839948
Less Total Number of Votes against the resolution	0	0
Total Number of Votes in favour of Resolution	30	28839948
% of Total Number of Votes in favour of Resolution with total valid vote		100

C.P. No. 3785

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Resolution No. 2 – Ordinary Resolution under Sections 13 and 61 of the Companies Act, 2013 for Increase in the Authorised Share Capital and Alteration in Memorandum of Association.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10/-
Total Votes received by electronic mode	30	28839948
Less Total Number of Invalid Votes	0	0
TOTAL VALID VOTES	30	28839948
Less Total Number of Votes against the resolution	0	0
Total Number of Votes in favour of Resolution	30	28839948
% of Total Number of Votes in favour of Resolution with total valid vote		100

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Resolution No. 3 – Special Resolution under Section 42 and 55 of the Companies Act, 2013 for Issue of Preference Shares.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10/-
Total Votes received by electronic mode	30	28839948
Less Total Number of Invalid Votes	0	0
TOTAL VALID VOTES	30	28839948
Less Total Number of Votes against the resolution	0	0
Total Number of Votes in favour of Resolution	30	28839948
% of Total Number of Votes in favour of Resolution with total valid vote		100

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As a Scrutinizer the report of the **Physical Ballot** carried by the shareholders was duly compiled, the detail of which are as follows:-

Resolution No. 1 – Special Resolution under Sections 13 and 61 of the Companies Act, 2013 for Re-classification of the Authorised Share Capital of the Company.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10/-
Total Votes received by Physical mode	232	43768
Less Total Number of Invalid Votes	14	6382
TOTAL VALID VOTES	218	37386
Less Total Number of Votes against the resolution	7	683
Total Number of Votes in favour of Resolution	211	36703
% of Total Number of Votes in favour of Resolution with total valid vote		98.17
% of Total Number of Votes in against of Resolution with total valid vote		1.83

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Resolution No. 2 – Ordinary Resolution under Sections 13 and 61 of the Companies Act, 2013 for Increase in the Authorised Share Capital and Alteration in Memorandum of Association.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10/-
Total Votes received by Physical mode	232	43768
Less Total Number of Invalid Votes	14	6382
TOTAL VALID VOTES	218	37386
Less Total Number of Votes against the resolution	7	683
Total Number of Votes in favour of Resolution	211	36703
% of Total Number of Votes in favour of Resolution with total valid vote		98.17
% of Total Number of Votes in against of Resolution with total valid vote		1.83

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As a Scrutinizer the **Combined report** of voting by both the mode, e- Voting and Physical Ballot voting carried by the shareholders was duly compiled, the detail of which are as follows:-

Resolution No. 1 – Special Resolution under Sections 13 and 61 of the Companies Act, 2013 for Re-classification of the Authorised Share Capital of the Company.

Promoter /Public	No of Share held	Total no of votes polled	%of vote polled on Outstanding shares	No of votes in favour	No of Votes - against	%of votes in favour of votes polled	%of Votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	28603585	28230285	98.69	28230285	0	100	0
Public - Institutional holder	560723	560723	100	560723	0	100	0
Public - Other	8973812	86326	0.96	85643	683	99.21	0.79
TOTAL	38138120	28877334	75.72	28876651	683	99.9976	0.0024

RESULT:

Percentage of votes cast in favour : 99.9976 %
Percentage of votes cast against : 0.0024 %

As the number of votes casted in favour of the resolutions is 99.9976 %, I report that the Special Resolution under Sections 13 and 61 of the Companies Act, 2013 for Re-classification of the Authorised Share Capital of the Company as set out in the notice of Postal Ballot has been passed by the Shareholders with Requisite Majority as per the procedure laid down under section 110 of The Companies Act 2013 read with Companies (Management and Administration) Rules 2014.

The resolution is deemed to be passed as on the date of announcement of the result.

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Resolution No. 2 – Ordinary Resolution under Sections 13 and 61 of the Companies Act, 2013 for Increase in the Authorised Share Capital and Alteration in memorandum of Association.

Promoter /Public	No of Share held	Total no of votes polled	%of vote polled on Outstanding shares	No of votes in favour	No of Votes - against	%of votes in favour of votes polled	%of Votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	28603585	28230285	98.69	28230285	0	100	0
Public - Institutional holder	560723	560723	100	560723	0	100	0
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RESULT:

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As the number of votes casted in favour of the resolutions is 99.9976%, I report that the Ordinary Resolution under Sections 13 and 61 of the Companies Act, 2013 for Increase in the Authorised Share Capital and Alteration in memorandum of Association as set out in the notice of Postal Ballot has been passed by the Shareholders with Requisite Majority as per the procedure laid down under section 110 of The Companies Act 2013 read with Companies (Management and Administration) Rules 2014.

The resolution is deemed to be passed as on the date of announcement of the result.



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Resolution No. 3 – Special Resolution under Section 42 and 55 of the Companies Act, 2013 for Issue of Preference Shares.

Promoter /Public	No of Share held	Total no of votes polled	%of vote polled on Outstanding shares	No of votes in favour	No of Votes - against	%of votes in favour of votes polled	%of Votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	28603585	28230285	98.69	28230285	0	100	0
Public - Institutional holder	560723	560723	100	560723	0	100	0
Public - Other	8973812	86326	0.96	85643	683	99.21	0.79
TOTAL	38138120	28877334	75.72	28876651	683	99.9976	0.0024

RESULT:

Percentage of votes cast in favour : 99.9976 %
Percentage of votes cast against : 0.0024 %

As the number of votes casted in favour of the resolutions is 99.9976%, I report that the Special Resolution under Section 42 and 55 of the Companies Act, 2013 for Issue of Preference Shares as set out in the notice of Postal Ballot has been passed by the Shareholders with Requisite Majority as per the procedure laid down under section 110 of The Companies Act 2013 read with Companies (Management and Administration) Rules 2014.

The resolution is deemed to be passed as on the date of announcement of the result.

I further report that as per the Postal Ballot notice dated 14th February, 2015 and the Board resolution on that date, the Director or any other person as authorized in this regard may declare and confirm the above results of voting.

The result of the postal Ballot together with the Scrutinizers Report would have to be displayed on the Company's Website www.uttamsugar.in and on the website of CDSL within 2 days of passing of the resolutions and shall be communicated to the Stock Exchanges.

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The postal ballot forms and other related papers/ registers relating to electronic voting and records are in my safe custody, which will be handed over to the Company Secretary of the company ,who authorised by the Board to supervise the postal ballot process, after the Chairman approves and signs the Minutes of the meeting.

You may accordingly declare the result of the voting by Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal ballot.

Thanking you,
Yours Sincerely

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

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

Place : New Delhi
Dated : 24.04.2015

Witness :

N. Agarwal

1. MR. NARESH AGARWAL
S/o SHRI OMESH CHANDER AGARWAL
109 CHOUDHARY COMPLEX 9 V S BLOCK SHAKARPUR
Delhi-110 092

Divya Yadav

2. MS. DIVYA YADAV
D/O SH RAJESH YADAV
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DELHI 110092