(Annexure-2)

RESULTS OF POSTAL BALLOT

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, approval of the Shareholders was sought by way of Postal Ballot for the following Special/Ordinary Resolutions:

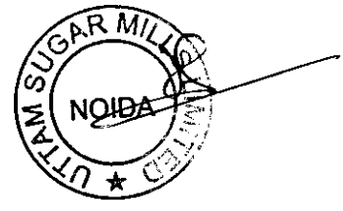
S. No.	Description of Resolutions
1	Consent for Re-classification of the Authorised Share Capital of the Company as per provisions of Section 13 and 61 of the Companies Act, 2013.
2	Consent for Increase in the Authorised Share Capital & Alteration of Memorandum of Association of the Company as per provisions of Section 13 and 61 of the Companies Act, 2013.
3	Consent for Issue of Redeemable Preference Shares as per provisions of Section 42 and 55 of the Companies Act, 2013.

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. The Company has also provided voting through Postal Ballot Form to the Shareholders whose e-mail ids were not in the record of Depositories/Company.

The Shareholders holding shares on the cutoff date i.e. 06th March 2015, were entitle to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 14th February, 2015.

Accordingly, the e-voting facility was kept open from Monday, 23rd March, 2015 at 10:00 a.m. till Tuesday, 21st April, 2015 at 5:00 p.m.

The Company had appointed M/s. N. K. Rastogi & Associates, Practicing Company Secretaries, Delhi as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser Report for postal ballot has been submitted to the Company by the scrutinizer.



DETAILS OF VOTING RESULTS

Date of Postal Ballot Result: **25th April, 2015**

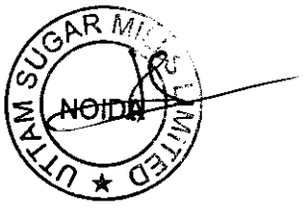
Total Number of Shareholders as on record date : (Cut-off date for e-voting & Postal Ballot: 06th March, 2015) **20,798 Shareholders**

Item: 1- Details of Agenda: ***Consent under Section 13 & 61 of the Companies Act, 2013 for Re-classification of the Authorised Share Capital of the Company:***

Resolution Required: ***Special***

Mode of Voting: ***Postal Ballot & E-voting***

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	86326	0.96	85643	683	99.21	0.79
Total	38138120	28877334	75.72	28876651	683	99.9976	0.0024



Item: 2- Details of Agenda: ***Consent under Section 13 & 61 of the Companies Act, 2013 for Increase in the Authorized Share Capital & Alteration of Memorandum of Association of the Company:***

Resolution Required: ***Ordinary***

Mode of Voting: ***Postal Ballot & E-voting***

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	86326	0.96	85643	683	99.21	0.79
Total	38138120	28877334	75.72	28876651	683	99.9976	0.0024

Item: 3- Details of Agenda: ***Consent under Section 42 & 55 of the Companies Act, 2013 for Issue of Redeemable Preference Shares:***

Resolution Required: ***Special***

Mode of Voting: ***Postal Ballot & E-voting***

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	86326	0.96	85643	683	99.21	0.79
Total	38138120	28877334	75.72	28876651	683	99.9976	0.0024

UTTAM SUGAR MILLS LIMITED ★ NOIDA