

**SCRUTINIZER'S REPORT ON E-VOTING  
FOR UTTAM SUGAR MILLS LIMITED**

To,

THE CHAIRMAN

**UTTAM SUGAR MILLS LIMITED**

REGD OFF : VILLAGE LIBBERHERI, TEHSIL ROORKEE  
HARIDWAR, UTTARAKHAND - 247667

**24<sup>TH</sup> ANNUAL GENERAL MEETING OF UTTAM SUGAR MILLS LIMITED**

***Subject : Passing of resolutions through electronic Voting at the 24<sup>th</sup> Annual General Meeting held on Friday, the 20<sup>th</sup> September, 2019 at Village Libberheri, Tehsil Roorkee Haridwar, Uttarakhand - 247667***

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Uttam Sugar Mills Limited (hereinafter referred to as the "Company") on 10<sup>th</sup> August, 2019, I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20 of the Companies (Management and Administration) Rules, 2014 amended upto date.
2. 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 Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 24<sup>th</sup> Annual General Meeting (AGM) of the Company, which is held on Friday, the 20<sup>th</sup> September, 2019. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

The Notice of Annual General Meeting and Circular for e-voting was sent through email to Shareholders whose email id's were made available by the two depositories and for those holding shares in physical form to the extent it was available with the RTA and in the physical form to rest of the shareholders by registered post.



**N.K.RASTOGI & ASSOCIATES**  
**COMPANY SECRETARIES**

03 SHANKAR VIHAR ,  
2<sup>ND</sup> FLOOR, VIKAS MARG ,  
DELHI - 110092.  
PHONE 011-45201005  
naveen@nkrassociate.com

3. The Notice was sent through email and in physical form. The Notice of AGM duly contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 amended upto date.
4. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was Friday, 13<sup>th</sup> September, 2019. The e-voting facility was kept open from 16<sup>th</sup> September, 2019 at 9.00 a.m. to 19<sup>th</sup> September, 2019 at 5.00 p.m.
5. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published in "Financial Express" (English Newspaper) and in "Veer Arjun" (Hindi Newspaper) both on 28<sup>th</sup> August, 2019. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (h).
6. At the end of the voting period on 19<sup>th</sup> September, 2019 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On 20<sup>th</sup> September, 2019 at 13.15 hrs, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Soumya and Mr. Rohit Bhardwaj who acted as the witnesses, as prescribed in sub rule 4 (xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
7. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.



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**RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0

**RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. ASHOK KUMAR AGGARWAL (DIN: 05199585) WHO RETIRES BY ROTATION.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0

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**RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR APPROVAL TO DISPENSE WITH THE REQUIREMENT OF RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0

**RESOLUTION NO. 4 – SPECIAL RESOLUTION FOR CONFIRMATION OF CONTINUATION OF DIRECTORSHIP OF MR. N. K. SAWHNEY (DIN: 00109853) AS AN INDEPENDENT DIRECTOR.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
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[naveen@nkrassociate.com](mailto:naveen@nkrassociate.com)

**RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. N. K. SAWHNEY (DIN: 00109853) AS AN INDEPENDENT DIRECTOR.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0

**RESOLUTION NO. 6 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MRS. RUTUJA RAJENDRA MORE (DIN: 07201928) AS AN INDEPENDENT DIRECTOR.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0



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**RESOLUTION NO. 7 – SPECIAL RESOLUTION FOR AMENDMENT IN THE TERMS AND CONDITIONS OF REMUNERATION OF MR. RAJ KUMAR ADLAKHA (DIN: 00133256), MANAGING DIRECTOR W.E.F 01.08.2019**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	49	28604085	100	75.00
Total Number of Votes in favour of Resolution	49	28604085	100	75.00
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0

**RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0



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**RESOLUTION NO. 9 – SPECIAL RESOLUTION FOR FURTHER ISSUE OF SECURITIES**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0

**RESOLUTION NO. 10 – ORDINARY RESOLUTION FOR REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2019-20.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up Equity share capital of the Company
Total Votes received by electronic mode	51	30232799	100	79.27
Total Number of Votes in favour of Resolution	51	30232799	100	79.27
Total Number of Votes against the resolution	0	0	0	0.0
Total Number of Invalid Votes	0	0	0	0

All the resolutions contained in the notice dated 10<sup>th</sup> August, 2019 calling 24<sup>th</sup> Annual General Meeting of the Company stand passed under e-voting process with requisite majority.




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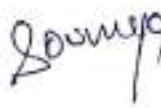
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I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,  
Yours Sincerely

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



  
**Witness :**  
Ms. Soumya  
109 CHOUDHARY COMPLEX 9 V S  
BLOCK SHAKARPUR,  
DELHI -110 092

  
**Witness**  
Mr. Rohit Bhardwaj  
SE-120, SHASTRI NAGAR  
GHAZIBAD-201001

Place : Roorkee  
Dated : 20.09.2019