



N.K.RASTOGI & ASSOCIATES

COMPANY SECRETARIES

03 Shankar Vihar 2nd floor, Vikas Marg, Delhi-110 092
Phone-011 – 011-45201005, E mail: naveen@nkrassociate.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with rules made there under)

To

The Chairman

Uttam Sugar Mills Limited

A-2E, 3rd Floor, C.M.A. Tower,

Sector – 24, Noida – 201 301 (U.P.)

CIN-L99999UR1993PLC032518

Twenty Eighth(28th) Annual General Meeting of the Equity Shareholders of Uttam Sugar Mills Limited held on Friday, 22ndSeptember, 2023 at 12:00 Noon through Video Conferencing/ Other Audio Visual Means (VC/OAVM).

Dear Sir,

1. I, Naveen Kumar Rastogi, Practicing Company Secretary, Proprietor of M/s N. K. Rastogi & Associates, Company Secretaries (FCS: 3685 and C.P. No.: 3785) had been appointed as Scrutinizer by the Board of Directors of **Uttam Sugar Mills Limited** for the purpose of scrutinizing the process of voting through remote e-voting and e-voting during the Annual General Meeting under the provisions of Section 108 of the Companies Act, 2013 on the proposed resolutions contained in the Notice of 28th Annual General Meeting held on 22ndSeptember, 2023 at 12:00 Noon through VC / OAVM in accordance with Circulars issued by Ministry of Corporate Affairs (Collectively referred to as the "MCA Circulars") and Securities Exchange Board of India (Collectively referred to as the "SEBI Circulars").
2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the Rules and SEBI (LODR) Regulations relating to voting through remote e-voting and e-voting during the AGM on the business(es) contained in the Notice of the AGM of the Members of the Company. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the AGM is to ensure that the voting process is conducted in a fair and transparent manner and preparing a Scrutinizers' Report for the votes cast "In favour" or "Against" on the resolutions contained in the notice of 28th AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the agency authorised and engaged by the Company.
3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting") held from 18th September, 2023 (09:00 a.m.) to 21stSeptember, 2023(05:00 p.m.); and
 - (ii) process of e-voting at the AGM through electronic voting system ("e-voting") held on 22ndSeptember, 2023.

4. The Notice of the AGM was sent on 23rd August, 2023 through electronic mode to the Members whose email addresses were registered with the Company / Depositories in compliance with the MCA Circulars and SEBI Circulars. Further, the Company had uploaded the Notice of the AGM along with Annual Report on the website of the Company, on the website of National Securities Depository Limited and also on the websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
5. Before dispatching of Notice, in pursuance of Ministry of Corporate Affairs Circular No. 20/2020 dated 05th May, 2020, the Company has published advertisement about AGM to be held on Friday, 22nd September, 2023 at 12.00 noon through VC/OAVM facility on 22nd August, 2023 in the "Financial Express (English)" and "Veer Arjun (Hindi)".
6. After dispatching of Notice, the Company has published another advertisement about Notice of 28th Annual General Meeting (AGM), e-voting and Book closure on 24th August, 2023 in the "Financial Express (English)" and "Veer Arjun (Hindi)".
7. The Members of the Company as on the "cut-off" date, i.e. 15th September, 2023 were entitled to vote on the resolutions proposed in the Notice.
8. At the end of the voting period on 21st September, 2023 at 5.00 p.m. the voting Portal of the service provider was blocked forthwith.
9. At the AGM on 22nd September, 2023, it was announced that the facility for e-voting is available to the Members attending the Meeting through VC / OAVM, who did not cast their votes in remote e-voting.
10. On 22nd September, 2023 at 13:44 hrs, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer, as prescribed in sub rule 4 (xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 (amended upto date) and downloaded the results in the presence of the witnesses, Ayush Agarwal and Shrinav Rastogi who were not in the employment of the Company.
11. The results of the Remote E- voting together with that of the E-voting during the AGM are as under:

Item No. 1	Adoption of Financial Statements for the year ended 31 st March, 2023						
Resolution Required:	Ordinary						
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Votes in Favour of Resolution	210	26730169	-	-	210	26730169	100.00
Votes against the Resolution	13	68	-	-	13	68	0.00
Total Valid Votes Cast	223	26730237	0	0	223	26730237	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	-

Item No. 2	Declaration of Final Dividend on Preference Shares for the Financial Year ended March 31, 2023						
Resolution Required:	Ordinary						
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Votes in Favour of Resolution	211	26734120	-	-	211	26734120	100.00
Votes against the Resolution	13	68	-	-	13	68	0.00
Total Valid Votes Cast	224	26734188	0	0	224	26734188	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	-

Item No. 3	Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2023						
Resolution Required:	Ordinary						
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Votes in Favour of Resolution	211	26734120	-	-	211	26734120	100.00
Votes against the Resolution	13	68	-	-	13	68	0.00
Total Valid Votes Cast	224	26734188	0	0	224	26734188	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	-

Item No. 4	Re-appointment of Mr. Shankar Lal Sharma (DIN: 09018381) as a Director liable to Retire by Rotation						
Resolution Required:	Ordinary						
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Votes in Favour of Resolution	209	26713382	-	-	209	26713382	99.92
Votes against the Resolution	15	20806	-	-	15	20806	0.08
Total Valid Votes Cast	224	26734188	0	0	224	26734188	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	-

Item No. 5		Re-appointment of Mr. Shankar Lal Sharma (DIN: 09018381) as Whole Time Director and approval of Remuneration					
Resolution Required:		Special					
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Votes in Favour of Resolution	211	26734120	-	-	211	26734120	100.00
Votes against the Resolution	13	68	-	-	13	68	0.00
Total Valid Votes Cast	224	26734188	0	0	224	26734188	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	-

Item No. 6		Re-appointment of Mr. Raj Kumar Adlakh (DIN: 00133256), Managing Director and approval of Remuneration					
Resolution Required:		Special					
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Votes in Favour of Resolution	207	25015666	-	-	207	25015666	99.63
Votes against the Resolution	16	93912	-	-	16	93912	0.37
Total Valid Votes Cast	223	25109578	0	0	223	25109578	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	-

Item No. 7		Remuneration of Cost Auditor					
Resolution Required:		Ordinary					
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Votes in Favour of Resolution	211	26734120	-	-	211	26734120	100.00
Votes against the Resolution	13	68	-	-	13	68	0.00
Total Valid Votes Cast	224	26734188	0	0	224	26734188	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	-

On the basis of above voting results, the resolution no.(s) 1 to 7 as contained in the Notice of AGM have been passed with the requisite majority.

I hereby confirm that I am maintaining the data 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 you or such other person as authorised by you.

Thanking you,

Yours faithfully,

**NAVEEN
KUMAR
RASTOGI**

Digitally signed by
NAVEEN KUMAR
RASTOGI
Date: 2023.09.22
17:14:41 +05'30'

**NAVEENKUMAR RASTOGI
SCRUTINIZER
C. P. NO. 3785
N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES**

**UDIN : F003685E001061324
PLACE : DELHI
DATED : 22.09.2023**