

N.K.RASTOGI & ASSOCIATES

Company Secretary in practice

109 CHOUDHARY COMPLEX
9, VEER SAVARKAR BLOCK,
SHAKARPUR, DELHI-110 092
PHONE-011 – 22022598
NAVEEN@NKRASSOCIATE.COM

SCRUTINIZER'S REPORT ON POSTAL BALLOT

TO,

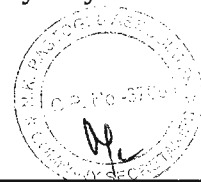
The Chairman
Uttam Sugar Mills Limited
VILLAGE LIBBERHERI
ROORKEE 247667
UTTRAKHAND

Subject : Passing of Special Resolutions through Postal Ballot for variation in the terms and conditions of 6.50% Cumulative Redeemable Preference Shareholders and 10% Cumulative Redeemable Preference Shares

Dear Sir,

Pursuant to the consent of the Board of Directors of the company vide Board Resolution dated 07.09.2017 has appointed me as a Scrutinizer for conducting the postal ballot voting process.

Pursuant to the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Company had approached for the consent of holders of **6.50% Cumulative Redeemable Preference Shareholders and 10% Cumulative Redeemable Preference Shares** for variation in their terms and conditions by passing of resolutions by way of Postal Ballot.



I submit my report as under:

- i. The company has completed on 09.09.2017 the dispatch of postal ballot forms along with postage prepaid business reply envelope to all the holders of **6.50% Cumulative Redeemable Preference Shareholders** and **10% Cumulative Redeemable Preference Shares** whose name(s) appeared on the Register of Preference holders as on 07.09.2017.
- ii. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- iii. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- iv. The ballot boxes were opened on 10.10.2017 in my presence.
- v. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Preference shareholders as on 07.09.2017.
- vi. All postal ballot forms received up to the close of working hours on 09.10.2017, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
- vii. Envelopes containing postal ballot forms received after 09.10.2017 were not considered for my scrutiny. Such envelopes aggregating to 0 (NIL) vide serial no NIL , that envelop was not opened and kept separately.
- viii. Envelope containing postal ballot forms returned undelivered aggregating to 0 Nos. vide sl. no. 0 .
- ix. I did not find any defaced or mutilated ballot paper.



The details of the postal ballot forms and votes polled by the Preference shareholders are given below:

1. Amendment in the terms & conditions of 6.50% Cumulative Redeemable Preference Shares.

Resolutions Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	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	E-Voting	5000000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		5000000	100	5000000	-	100	-
	Total		5000000	5000000	100	5000000	-	100
Public – Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		5000000	5000000	100	5000000	-	100	-

2. Amendment in the terms & conditions of 10.00% Cumulative Redeemable Preference Shares.

Resolutions Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	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	E-Voting	2165000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		2165000	100	2165000	-	100	-
	Total		2165000	2165000	100	2165000	-	100
Public – Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		2165000	2165000	100	2165000	-	100	-

That 100% of votes cast by the **6.50% Cumulative Redeemable Preference Shareholders** and **10% Cumulative Redeemable Preference Shares** in respect of their respective Resolutions are in favour of the resolution.

I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary authorized by the board to supervise the postal ballot process.

You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Place: Delhi,
Date: 10.10.2017



(Handwritten Signature)

NAVEEN KUMAR RASTOGI

Prop.

**M/S N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES**