

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

109 CHOUDHARY COMPLEX ,
9 V S BLOCK, SHAKARPUR ,
DELHI -110092.
PHONE 011-22022598
naveen@nrassociate.com

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

The Chairman
UTTAM SUGAR MILLS LIMITED
REGD OFF VILLAGE LIBBERHERI, TEHSIL ROORKEE
HARIDWAR , UTTRAKHAND 247667

19th Annual General Meeting of the Members of UTTAM SUGAR MILLS LIMITED to be held on MONDAY, the 15th DECEMBER, 2014 at 12.30 P. M. at VILLAGE LIBBERHERI, TEHSIL ROORKEE HARIDWAR , UTTRAKHAND 247667

Subject : Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

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 12th November 2014 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014.
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



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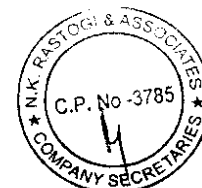
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business (both ordinary and special business) sought to be transacted in the 19th Annual General Meeting (AGM) of the Company, which is scheduled to be held on Monday, the 15th December, 2014. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, www.evotingindia.co.in 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.

As on the cutoff date there were 21204 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 8773 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 and in the physical form to 12431 shareholders through courier or registered post.

3. The Notice 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 provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

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 14.11.2014. The e-voting facility was kept open from 9th December 2014 at 9.00 A.M. to 11th December, 2014 at 6.00 P.M.



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5. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published five days in advance from the date of beginning of voting period in Financial Express, English Newspaper and in Himachal Times, Hindi Newspaper both dated 21st November 2014. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g).
6. At the end of the voting period on 11th December 2014 at 6.00 P.M. the voting Portal of the service provider was blocked forthwith. On 11th September , 2014 at 19.46 hrs The votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of MS DIVYA YADAV and SHRI UMESH CHANDRA ARYA who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.
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.

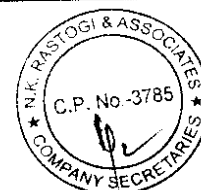


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**RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE
AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT 30TH JUNE,
2014 .**

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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%

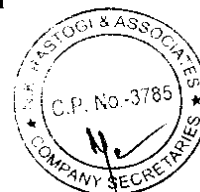


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**RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT
OF SHRI ASHOK KUMAR AGARWAL (DIN 05199585) AS DIRECTOR
LIABLE TO RETIRE BY ROTATION**

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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%

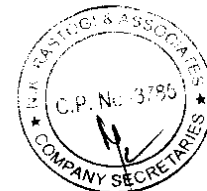


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**RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR APPOINTMENT OF
STATUTORY AUDITORS AND FIXING THEIR REMUNERATION**

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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%



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**RESOLUTION NO. 4 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF
SHRI ASHOK KUMAR AGARWAL (DIN 05199585), WHOLE TIME
DIRECTOR AND APPROVAL OF REMUNERATION**

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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%



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**RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF
SHRI RAJ KUMAR ADLAKHA (DIN 00133256), MANAGING DIRECTOR
AND APPROVAL OF REMUNERATION**

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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100	75.51
Total Number of Invalid Votes*	13	26966865*	93.65	70.71
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	18	1829838	6.35	4.80

**Out of the Total 28796703 votes casted 26966865 equity shares/ votes casted by 13 share holders in favour of the resolution are considered as vote casted by related parties. Hence these votes are treated as invalid votes for the purpose of passing of special resolutions at Item No. 5 of the Notice.*



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**RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR APPOINTMENT OF
SHRI RAMASAMY VASUDEVAN (DIN 00109908) 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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%



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**RESOLUTION NO. 7 – ORDINARY RESOLUTION FOR APPOINTMENT OF
SHRI GURBACHAN SINGH MATTA (DIN 02612602) 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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%

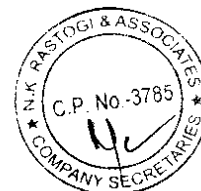


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**RESOLUTION NO. 8 – ORDINARY RESOLUTION FOR APPROVAL OF
REMUNERATION FOR COST AUDITOR**

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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%



RESOLUTION NO. 9 – SPECIAL RESOLUTION FOR ALTERATION OF ARTICLES OF ASSOCIATION

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 share capital of the Company
Total Votes received by electronic mode	31	28796703	100.00%	75.51%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	31	28796703	100	75.51%

All the resolutions contained in the notice dated 12th NOVEMBER 2014 calling 19th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.




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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

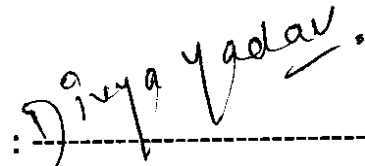

NAVEEN KUMAR RASTOGI
SCRUTINIZER
C. P. No. 3785
N.K.RASTOGI & ASSOCIATES
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Place : New Delhi
Dated : 12.12.2014

Witness :

1. MS DIVYA YADAV
D/o SHRI RAJESH YADAV
109 CHOUDHARY COMPLEX
9 V S BLOCK SHAKARPUR
DELHI -110 092

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2. SHRI UMESH CHANDRA ARYA
S/o SHRI VIDYA SAGAR GUPTA
202 CHOUDHARY COMPLEX
9 V S BLOCK SHAKARPUR
DELHI -110 092

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