

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)  
of The Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,**

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

Dear Sir,

I, CS Naveen Kumar Rastogi , Practising Company Secretary, holding Membership Number FCS 3685 and Certificate of Practice Number 3785, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **UTTAM SUGAR MILLS LIMITED** held on 15<sup>th</sup> December, 2014 at 12.30 P. M., at **VILLAGE LIBBERHERI, TEHSIL ROORKEE HARIDWAR , UTTRAKHAND 247667** submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



<b>AGENDA ITEM NO.</b>	<b>1</b>
<b>SUBJECT</b>	<b>FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT 30<sup>TH</sup> JUNE, 2014.</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>186</b>	<b>5585</b>	<b>100.00%</b>

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) INVALID VOTES :**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
<b>26</b>	<b>1617</b>



<b>AGENDA ITEM NO.</b>	2
<b>SUBJECT</b>	<b>FOR RE-APPOINTMENT OF SHRI ASHOK KUMAR AGARWAL (DIN 05199585) AS DIRECTOR LIABLE TO RETIRE BY ROTATION</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
186	5585	100.00%

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
0	0	0.00%

**(III) INVALID VOTES :**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
26	1617



<b>AGENDA ITEM NO.</b>	<b>3</b>
<b>SUBJECT</b>	<b>FOR APPOINTMENT OF STATUTORY AUDITORS AND FIXING THEIR REMUNERATION</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>186</b>	<b>5585</b>	<b>100.00%</b>

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy )</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) INVALID VOTES:**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
<b>26</b>	<b>1617</b>



<b>AGENDA ITEM NO.</b>	<b>4</b>
<b>SUBJECT</b>	<b>FOR RE-APPOINTMENT OF SHRI ASHOK KUMAR AGARWAL (DIN 05199585), WHOLE TIME DIRECTOR AND APPROVAL OF REMUNERATION</b>
<b>TYPE OF RESOLUTION</b>	<b>SPECIAL RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>186</b>	<b>5585</b>	<b>100%</b>

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy )</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) INVALID VOTES:**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
<b>26</b>	<b>1617</b>



<b>AGENDA ITEM NO.</b>	<b>5</b>
<b>SUBJECT</b>	<b>FOR RE-APPOINTMENT OF SHRI RAJ KUMAR ADLAKHA (DIN 00133256), MANAGING DIRECTOR AND APPROVAL OF REMUNERATION</b>
<b>TYPE OF RESOLUTION</b>	<b>SPECIAL RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

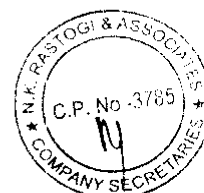
<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>186</b>	<b>5585</b>	<b>100.00%</b>

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>0</b>	<b>0</b>	<b>0</b>

**(III) INVALID VOTES:**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
<b>26</b>	<b>1617</b>



<b>AGENDA ITEM NO.</b>	<b>6</b>
<b>SUBJECT</b>	<b>FOR APPOINTMENT OF SHRI RAMASAMY VASUDEVAN (DIN 00109908) AS AN INDEPENDENT DIRECTOR</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>186</b>	<b>5585</b>	<b>100.00%</b>

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) INVALID VOTES:**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
<b>26</b>	<b>1617</b>



<b>AGENDA ITEM NO.</b>	7
<b>SUBJECT</b>	<b>FOR APPOINTMENT OF SHRI GURBACHAN SINGH MATTA (DIN 02612602) AS AN INDEPENDENT DIRECTOR</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
186	5585	100.00%

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
0	0	0.00%

**(III) INVALID VOTES:**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
26	1617





<b>AGENDA ITEM NO.</b>	<b>8</b>
<b>SUBJECT</b>	<b>FOR APPROVAL OF REMUNERATION FOR COST AUDITOR</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

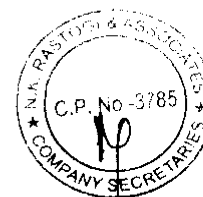
<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>186</b>	<b>5585</b>	<b>100.00%</b>

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) INVALID VOTES:**

<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
<b>26</b>	<b>1617</b>



<b>AGENDA ITEM NO.</b>	<b>9</b>
<b>SUBJECT</b>	<b>FOR ALTERATION OF ARTICLES OF ASSOCIATION</b>
<b>TYPE OF RESOLUTION</b>	<b>SEPCIAL RESOLUTION</b>

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

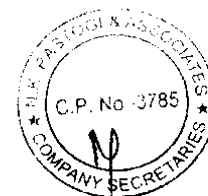
<b>No. of Members present and voting (in person or by proxy)</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>186</b>	<b>5585</b>	<b>100.00%</b>

**(II) VOTED AGAINST THE RESOLUTION:**

<b>No. of Members present and voting (in person or by proxy )</b>	<b>Number of votes Cast by them</b>	<b>% of total number of Valid Votes Cast</b>
<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) INVALID VOTES:**


<b>Total No. of Members (in person or by proxy) whose votes were declared invalid</b>	<b>Total Number of votes Cast by them</b>
<b>26</b>	<b>1617</b>



5. A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director of the Company, authorised by the Board for safe keeping.

Thanking you,  
Yours Sincerely



  
**(CS NAVEEN KUMAR RASTOGI)**  
**SCRUTINIZER**  
**C P No. 3785**  
**N K RASTOGI & ASSOCIATES**  
**COMPANY SECRETARIES**

Place : Delhi  
Dated: 16<sup>TH</sup> December , 2014



**(RAJ KUMAR ADLAKHA)**  
**CHAIRMAN (DIN - 00133256)**  
**UTTAM SUGAR MILLS LIMITED**  
**ADD - KD-51, KAVI NAGAR,**  
**GHAZIABAD-201002**