

**SCRUTINIZER'S REPORT
ON POSTAL BALLOT THROUGH PHYSICAL AND E-VOTING
FOR UTTAM SUGAR MILLS LIMITED
FOR NOTICE DATED 29TH AUGUST 2014**

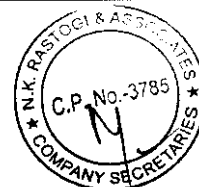
The Chairman
UTTAM SUGAR MILLS LIMITED
Regd. Office: Village Libberheri, Tehsil Roorkee,
District Haridwar, Uttarakhand - 247667.

Subject : Passing of resolutions through Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreements – Report on e-Voting and Physical Postal Ballots received .

Dear Sir,

I have been appointed as a Scrutinizer for the postal ballot process pursuant to section 110 of the Companies Act, 2013 read with of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing pursuant to the resolution passed by the Board of Directors ("The Board") of **UTTAM SUGAR MILLS LIMITED** ("The Company") at their meeting held on 28TH AUGUST 2014.

1. 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. *M/s Link Intime India Private Limited* are the Registrar and Transfer Agent for the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the two items mentioned in the notice dated 29TH August, 2014 sought to be transacted through postal ballot. **Central Depository Services (India) Limited (CDSL)** had set up e-voting facility on their website, <https://www.evotingindia.com> . The Company had uploaded all the items of the business to be transacted on the website of the Company and Company



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COMPANY SECRETARIES

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- and Service Provider (CDSL) also facilitated the same to the shareholders to cast their vote.
2. As on the cutoff date there were 21417 Shareholders of the Company. The Postal Ballot Notice was sent through email to 8736 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. The Notice was sent in the physical form to 12681 shareholders.
 3. The Electronic mailing process of Postal ballot notice through e-mail was completed on 8th of September 2014 and the dispatched of physical postal ballot form to the share holders by registered post / courier along with self address postage prepaid business reply envelop was completed on 8th of September 2014.
 4. The Postal Ballot Notices 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 well as physically as provided in the Companies (Management and Administration) Rules, 2014.
 5. The cutoff date (Record date) for the purposes of identifying the Shareholders who were entitled to vote on the resolutions placed for the approval of the shareholders was 29.08.2014. The e-voting facility was kept open from 10.00 A. M. on 10th September, 2014 till 5.00 P.M on 9th October , 2014 .
 6. As per the requirement of The Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement, which was published 9th September ,2014 in The Financial Express (English) and Himachal Times (Hindi) Newspapers.
 7. At the end of the voting period on 9th October, 2014 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On 13th October 2014 The votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Shri B.K. Agarwal and Mr Naresh Agarwal who acted as the witnesses.



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8. 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.

Resolution No. 1 – Special Resolution for consent under Section 180 (1) (a) of the Companies Act, 2013 to create charges, mortgages etc.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)
Total Votes received by electronic mode	31	29280168
Less Total Number of Invalid Votes	0	0
TOTAL VALID VOTES	31	29280168
Less Total Number of Votes against the resolution	0	0
Total Number of Votes in favour of Resolution	31	29280168
% of Total Number of Votes in favour of Resolution with total valid vote		100%

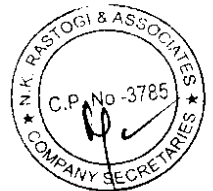


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Resolution No. 2 – Special Resolution under section 180 (1) (c) of The Companies Act 2013 for borrowings.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)
Total Votes received by electronic mode	31	29280168
Less Total Number of Invalid Votes	0	0
TOTAL VALID VOTES	31	29280168
Less Total Number of Votes against the resolution	1	400
Total Number of Votes in favour of Resolution	30	29279768
% of Total Number of Votes in favour of Resolution with total valid vote		100%



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As a Scrutinizer the report of the Physical Ballot carried by the shareholders was duly complied, the detail of which are as follows.

Resolution No. 1 – Special Resolution for consent under Section 180 (1) (a) of the Companies Act, 2013 to create charges, mortgages etc.

Particulars	No. of Members who cast their votes by Physical Ballot	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)
Total Votes received by Physical Ballot	225	426760
Less Total Number of Invalid Votes	35	79890
TOTAL VALID VOTES	190	346870
Less Total Number of Votes against the resolution	101	101
Total Number of Votes in favour of Resolution	89	346769
% of Total Number of Votes in favour of Resolution with total valid vote	$(346769/346870)*100$	99.97%
% of Total Number of Votes in against of Resolution with total valid vote	$(101/346870)*100$	0.03%



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Resolution No. 2 – Special Resolution under section 180 (1) (c) of The Companies Act 2013 for borrowings.

Particulars	No. of Members who cast their votes by Physical Ballot	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)
Total Votes received by Physical Ballot	225	426760
Less Total Number of Invalid Votes	35	79890
TOTAL VALID VOTES	190	346870
Less Total Number of Votes against the resolution	101	101
Total Number of Votes in favour of Resolution	89	346769
% of Total Number of Votes in favour of Resolution with total valid vote	$(346769/346870)*100$	99.97%
% of Total Number of Votes in against of Resolution with total valid vote	$(101/346870)*100$	0.03%



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As a Scrutinizer the Combined report of voting by both the mode, e- Voting and Physical Ballot voting carried by the shareholders was duly complied, the detail of which are as follows.

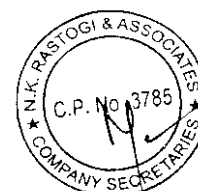
Resolution No. 1 – Special Resolution for consent under Section 180 (1) (a) of the Companies Act, 2013 to create charges, mortgages etc.

Promoter /Public	No of Share held	Total no of votes polled	%of vote polled on Outstanding shares	No of votes in favour	No of Votes - against	%of votes in favour of votes polled	%of Votes Against on votes polled
	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	28603585	28603585	100.00	28603585	0	100	0
Public - Institutional holder	560723	560723	100.00	560723	0	100	0
Public - Other	8973812	542620	6.05	462629	101	85.26	0.02
TOTAL	38138120	29706928		29626937	101	99.73	0.0003

RESULT:

Percentage of votes cast in favour :99.73 %
Percentage of votes cast in against :0 .0003 %

As the number of votes casted in favour of the resolutions is 99.73% ,I report that the Special Resolution under section 110 of The Companies Act 2013 and the Companies (Management and Administration)Rules 2014 as set out in the notice of Postal Ballot has been passed by the Shareholders with Requisite Majority. The resolution is deemed to be passed as on the date of announcement of the result.



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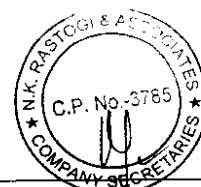
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Promoter / Public	No of Share held	Total no of votes polled	%of vote polled on Outstanding shares	No of votes in favour	No of Votes - against	%of votes in favour of votes polled	%of Votes Against on votes polled
	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	28603585	28603585	100	28603585	0	100	0
Public - Institutional holder	560723	560723	100	560723	0	100	0
Public - Other	8973812	542620	6.05	462229	501	85.18	0.09
TOTAL	38138120	29706928		29626537	501	99.73	0.0017

RESULT:

Percentage of votes cast in favour :99.73 %
Percentage of votes cast in against :0.0017 %

As the number of votes casted in favour of the resolutions is 99.73 ,I report that the Special Resolution under section 110 of The Companies Act 2013 and the Companies (Management and Administration) Rules 2014 as set out in the notice of Postal Ballot has been passed by the Shareholders with Requisite Majority. The resolution is deemed to be passed as on the date of announcement of the result.



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I further report that as per the Postal Ballot notice dated 29th August 2014 and the Board resolution dated 28th August 2014, the Director or any other as authorized in this regard may declare and confirm the above results of voting.

The result of the postal Ballot together with the Scrutinizers Report would have to be displayed on the Company's Website <http://www.uttamsugar.in> and shall be communicated to The Stock Exchanges.

The postal ballot forms and other related papers/ registers relating to electronic voting and records are in my safe custody, which will be handed over to the Company Secretary of the company ,who authorised by the Board to supervise the postal ballot process, after the Chairman approves and signs the Minutes of the meeting.



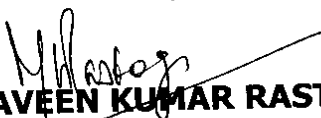
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You may accordingly declare the result of the voting by Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal ballot.

Thanking you,
Yours Sincerely


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



Place : New Delhi
Dated : 14.10.2014

Witness : 1. NARESH AGARWAL

S/o SHRI OMESH CHANDER AGARWAL
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Delhi-110 092

2. B K AGARWAL

S/o SHRI B L AGARWAL
105 CHOUDHARY COMPLEX 9 V S BLOCK SHAKARPUR
Delhi-110 092