

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

To,
THE CHAIRMAN
UTTAM SUGAR MILLS LIMITED
REGD OFF VILLAGE LIBBERHERI, TEHSIL ROORKEE
HARIDWAR, UTTRAKHAND 247667

21ST ANNUAL GENERAL MEETING OF UTTAM SUGAR MILLS LIMITED

Subject : Passing of resolutions through electronic Voting at the 21st Annual General Meeting held on Friday, the 16th September, 2016 at Village Libberheri, Tehsil Roorkee Haridwar , Uttarakhand - 247667

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 11th August, 2016. I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
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 business (both ordinary and special business) sought to be transacted in the 21st Annual General Meeting (AGM) of the Company, which is held on Friday, the 16th September, 2016. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, [www. evotingindia.co.in](http://www.evotingindia.co.in). The Company had uploaded all the items of the business to be transacted on the



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PHONE 011-22022598
naveen@nrassociate.com

website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

The Notice of Annual General Meeting and Circular for e-voting was sent through email to 10246 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 10042 shareholders through courier or registered post.

3. The Notice was sent through email and in physical form. The Notice of AGM duly 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) Amendment Rules, 2015.
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 Friday, 09th September, 2016. The e-voting facility was kept open from 13th September, 2016 at 9.00 A.M. to 15th September, 2016 at 5.00 P.M.
5. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published in Financial Express, English Newspaper and in Naya India, Hindi Newspaper both dated 25th August, 2016. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (h).



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6. At the end of the voting period on 15th September, 2016 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On 16th September, 2016 at 13.15 hrs, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms Gurpreet Kaur Kohli and Mr. Pradeep Kumar Soni who acted as the witnesses, as prescribed in sub rule 4 (xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.

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.

RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT 31st March, 2016.

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 Equity share capital of the Company
Total Votes received by electronic mode	41	29924141	100.00	78.46
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	830	0	0
Total Number of Votes in favour of Resolution	40	29923311	100	78.46



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RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. KUMAR NEEL LOHIT, (DIN : 06504417) WHO RETIRES BY ROTATION AND BEING ELIGIBLE.

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 Equity share capital of the Company
Total Votes received by electronic mode	41	29924141	100.00	78.46
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	41	29924141	100.00	78.46

RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RATIFICATION OF CONTINUANCE OF APPOINTMENT OF M/S. B. K. KAPUR & COMPANY, CHARTERED ACCOUNTANTS.

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 Equity share capital of the Company
Total Votes received by electronic mode	41	29924141	100.00	78.46
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	41	29924141	100.00	78.46



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RESOLUTION NO. 4 – SPECIAL RESOLUTION FOR APPROVAL OF REMUNERATION TO MR. RAJ KUMAR ADLAKHA (DIN : 00133256), MANAGING DIRECTOR OF THE COMPANY.

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 Equity share capital of the Company
Total Votes received by electronic mode	22	1320556	100.00%	3.46
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	22	1320556	100.00%	3.46

RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPROVAL OF THE REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2016 -17.

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 Equity share capital of the Company
Total Votes received by electronic mode	41	29924141	100.00	78.46
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	41	29924141	100.00	78.46



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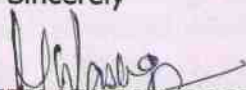
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All the resolutions contained in the notice dated 11th August, 2016 calling 21st Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

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
COMPANY SECRETARIES



Place : Roorkee
Dated : 16.09.2016

Witness :

1. MS.GURPREET KAUR KOHLI
D/O SHRI RAJENDER SINGH KOHLI
110 MUKUND NAGAR
GHAZIABAD

: Gurpreet Kaur

2. SHRI PRADEEP SONI
S/o SHRI GOVIND PRASHAD SONI
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: Pradeep