

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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

**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, UTTARAKHAND - 247667

23RD ANNUAL GENERAL MEETING OF UTTAM SUGAR MILLS LIMITED

Subject : Passing of resolutions through electronic Voting at the 23rd Annual General Meeting held on Friday, the 17th August, 2018 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 10th July, 2018, 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 amended upto date.
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 23rd Annual General Meeting (AGM) of the Company, which is held on Friday, the 17th August, 2018. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, www.evotingindia.com. 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.

The Notice of Annual General Meeting and Circular for e-voting was sent through email to Shareholders whose email id's were made available by the two depositories and for those holding shares in physical form to the extent it was available with the RTA and in the physical form to rest of the shareholders by registered post.

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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

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) Rules, 2014 amended upto date.
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, 10th August, 2018. The e-voting facility was kept open from 13th August, 2018 at 9.00 a.m. to 16th August, 2018 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 "Veer Arjun" (Hindi Newspaper) both on 24th July, 2018. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (h).
6. At the end of the voting period on 16th August, 2018 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On 17th August, 2018 at 13.54 hrs, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Pradeep Soni and Ms. Chhaya Saxena 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.

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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

RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018.

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	43	30233253	100	79.27
Total Number of Votes in favour of Resolution	42	30233252	100	79.27
Total Number of Votes against the resolution	1	1	0	0.0
Total Number of Invalid Votes	0	0	0	0

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. RAJ KUMAR ADLAKHA (DIN : 00133256) WHO RETIRES 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 Equity share capital of the Company
Total Votes received by electronic mode	24	1629668	100	4.27
Total Number of Votes in favour of Resolution	22	1629592	100	4.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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

RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S. SSVS & COMPANY, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS.

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	43	30233253	100	79.27
Total Number of Votes in favour of Resolution	41	30233177	100	79.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

RESOLUTION NO. 4 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. 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 Equity share capital of the Company
Total Votes received by electronic mode	43	30233253	100	79.27
Total Number of Votes in favour of Resolution	41	30233177	100	79.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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

RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. 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 Equity share capital of the Company
Total Votes received by electronic mode	24	1629668	100	4.27
Total Number of Votes in favour of Resolution	22	1629592	100	4.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

RESOLUTION NO. 6 – SPECIAL RESOLUTION FOR RE-CLASSIFICATION OF THE AUTHORISED SHARE CAPITAL 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	43	30233253	100	79.27
Total Number of Votes in favour of Resolution	41	30233177	100	79.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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

RESOLUTION NO. 7 – SPECIAL RESOLUTION FOR FURTHER ISSUE OF SECURITIES

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	43	30233253	100	79.27
Total Number of Votes in favour of Resolution	41	30233177	100	79.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

RESOLUTION NO. 8 – ORDINARY RESOLUTION FOR REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2018-19

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	43	30233253	100	79.27
Total Number of Votes in favour of Resolution	41	30233177	100	79.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

N.K.RASTOGI & ASSOCIATES
COMPANY SECRETARIES

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

RESOLUTION NO. 9 – ORDINARY RESOLUTION FOR SERVICE OF DOCUMENTS TO MEMBERS

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	43	30233253	100	79.27
Total Number of Votes in favour of Resolution	41	30233177	100	79.27
Total Number of Votes against the resolution	2	76	0	0.0
Total Number of Invalid Votes	0	0	0	0

All the resolutions contained in the notice dated 10th July, 2018 calling 23rd Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

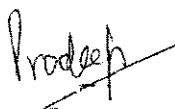
I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person 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 : 17.08.2018



Witness :
SHRI PRADEEP SONI
S/o SHRI GOVIND PRASHAD
SONI, R/o 109 CHOUDHARY
COMPLEX 9 V S BLOCK
SHAKARPUR, DELHI -110 092



Witness
MS.CHHAYA SAXENA
D/O SHRI GOVIND KUMAR
SAXENA, R/o 224 SECTOR
CHIRANJEEV VIHAR
GHAZIABAD