

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**

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

20th ANNUAL GENERAL MEETING OF UTTAM SUGAR MILLS LIMITED

Subject : Passing of resolutions through electronic Voting at the 20th Annual General Meeting held on Wednesday, the 30th December, 2015 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 14th November 2015. 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 business (both ordinary and special business) sought to be transacted in the 20th Annual General Meeting (AGM) of the Company, which is held on Wednesday, the 30th December, 2015. 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



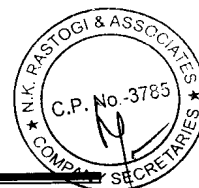
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to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

As on the cutoff date there were 20357 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 9048 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 11309 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 23.12.2015. The e-voting facility was kept open from 27th, December 2015 at 9.00 A.M. to 29th December, 2015 at 5.00 P.M.
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 05th November 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g).



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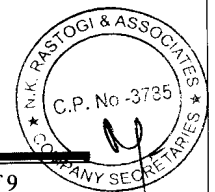
6. At the end of the voting period on 29th December 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On 30TH December, 2015 at 13.36 hrs, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of MS KRITI GULATI and SHRI PRADEEP SONI 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.

RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT 30TH JUNE, 2015.

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	36	29614715	100.00%	77.65
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	36	29614715	100	77.65



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RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. RAJ KUMAR ADLAKHA, (DIN : 00133256) 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 share capital of the Company
Total Votes received by electronic mode	36	1384430	100.00%	3.63
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	23	0	0
Total Number of Votes in favour of Resolution	35	1384407	100	3.63

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 share capital of the Company
Total Votes received by electronic mode	36	29614715	100.00%	77.65
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	36	29614715	100	77.65



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RESOLUTION NO. 4 – SPECIAL RESOLUTION FOR APPOINTMENT OF DR. RAMASAMY VASUDEVAN (DIN: 00109908) AS AN INDEPENDENT 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 share capital of the Company
Total Votes received by electronic mode	36	29614715	100.00%	77.65
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	36	29614715	100	77.65

RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR APPOINTMENT OF MR. GURBACHAN SINGH MATTA (DIN: 02612602) AS AN INDEPENDENT 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 share capital of the Company
Total Votes received by electronic mode	36	29614715	100.00%	77.65
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	36	29614715	100	77.65



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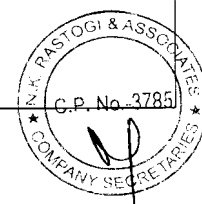
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RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. NARENDRA KUMAR SAWHNEY (DIN: 00109853) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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 share capital of the Company
Total Votes received by electronic mode	36	29614715	100.00%	77.65
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	36	29614715	100	77.65

RESOLUTION NO. 7 – ORDINARY RESOLUTION FOR APPOINTMENT OF MRS. RUTUJA RAJENDRA MORE (DIN: 07201928) AS AN INDEPENDENT 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 share capital of the Company
Total Votes received by electronic mode	36	29614715	100.00%	77.65
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	23	0	0
Total Number of Votes in favour of Resolution	35	29614692	100	77.65



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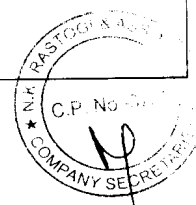
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RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

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	36	29614715	100.00%	77.65
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	36	29614715	100	77.65

RESOLUTION NO. 9 – SPECIAL RESOLUTION FOR REVISION/INCREASE IN REMUNERATION OF MR. ASHOK KUMAR AGARWAL (DIN: 05199585), WHOLE TIME 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	36	29614715	100.00%	77.65
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	23	0	0
Total Number of Votes in favour of Resolution	35	29614692	100	77.65



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**RESOLUTION NO. 10 – ORDINARY RESOLUTION FOR APPROVAL OF THE
REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2015-16.**

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	36	29614715	100.00%	77.65
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	36	29614715	100	77.65

All the resolutions contained in the notice dated 14th November 2015 calling 20th 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
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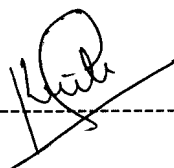
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Place : Roorkee
Dated : 30.12.2015

Witness :

1. MS.KRITI GULATI
D/o SHRI AVNEESH KUMAR GULATI
145/10 RAJ NAGAR
GHAZIABAD-201002

: 

2. SHRI PRADEEP SONI
S/o SHRI GOVIND PRASHAD SONI
109 CHOUDHARY COMPLEX
9 V S BLOCK SHAKARPUR
DELHI -110 092

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