

## RESULT OF POSTAL BALLOT

Results of the voting conducted through Postal Ballot on the following three (3) Special/Ordinary Resolutions as circulated to the Shareholders vide Postal Ballot Notice dated January 02, 2017:

### **RESOLUTION NO. 1 (SPECIAL RESOLUTION)**

**Special Resolution for approval of sale and transfer of Co-generation power business under Section 180(1)(a) of the Companies Act, 2013**

| Sr. No. | Particulars   | No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means | No. of Shares | % to total paid up equity capital | % to net valid votes |
|---------|---|--|---------------|-----------------------------------|----------------------|
| 1       | Number of valid postal ballot forms received                              | 649  | 2537773       | 0.22                              | --                   |
| 2       | Number of valid votes cast by electronic mode                             | 148  | 362615077     | 31.99                             | --                   |
| 3       | Number of invalid postal ballot forms received                            | 111  | 171617        | 0.02                              | --                   |
| 4       | Number of invalid votes by electronic mode                                | 0  | 0             | 0                                 | 0                    |
| 5       | Votes in favour of the Resolution including votes cast by electronic mode | 623  | 364652257     | 32.17                             | 99.91                |
| 6       | Votes against the Resolution including votes cast by electronic mode      | 53   | 327471        | 0.03                              | 0.09                 |
| 7       | Net valid votes (as per Register)   | 676*   | 364979728     | 32.20                             | 100.00               |

\* 10 members holding 1505 shares have abstained from voting was not included in Net valid votes.

### **RESOLUTION NO. 2 (ORDINARY RESOLUTION)**

**Ordinary Resolution for approval of transaction with Lalitpur Power Generation Company Limited, being a related party for sale of Co-generation power business under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| Sr. No. | Particulars                                    | No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means | No. of Shares | % to total paid up equity capital | % to net valid votes |
|---------|--|--|---------------|-----------------------------------|----------------------|
| 1       | Number of valid postal ballot forms received   | 651  | 2537773       | 0.22                              | --                   |
| 2       | Number of valid votes cast by electronic mode  | 148  | 362615077     | 31.99                             | --                   |
| 3       | Number of invalid postal ballot forms received | 114  | 175982        | 0.02                              | --                   |
| 4       | Number of invalid votes by electronic mode     | 0  | 0             | 0                                 | 0                    |



| Sr. No. | Particulars   | No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means | No. of Shares | % to total paid up equity capital | % to net valid votes |
|---------|---|--|---------------|-----------------------------------|----------------------|
| 5       | Votes in favour of the Resolution including votes cast by electronic mode | 595  | 69707793      | 6.15                              | 99.52                |
| 6       | Votes against the Resolution including votes cast by electronic mode      | 56   | 335739        | 0.03                              | 0.48                 |
| 7       | Net valid votes (as per Register)   | 651*   | 70043532      | 6.18                              | 100.00               |

\* 34 members holding 294933336 equity shares (including 21 numbers of shareholders belongs to Promoters and Promoters Group holding 294930766 equity shares abstained from voting pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) have abstained from voting was not included in Net valid votes.

### **RESOLUTION NO. 3 (ORDINARY RESOLUTION)**

**Ordinary Resolution for approval of transaction with Lalitpur Power Generation Company Limited, being a related party to enter into contracts/arrangements for supply of fuel (bagasse and bio gas), purchase of power and steam and shared services in respect of common facilities under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| Sr. No. | Particulars   | No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means | No. of Shares | % to total paid up equity capital | % to net valid votes |
|---------|---|--|---------------|-----------------------------------|----------------------|
| 1       | Number of valid postal ballot forms received                              | 651  | 2537773       | 0.22                              | --                   |
| 2       | Number of valid votes cast by electronic mode                             | 148  | 362615077     | 31.99                             | --                   |
| 3       | Number of invalid postal ballot forms received                            | 123  | 175162        | 0.02                              | --                   |
| 4       | Number of invalid votes by electronic mode                                | 0  | 0             | 0                                 | 0                    |
| 5       | Votes in favour of the Resolution including votes cast by electronic mode | 589  | 69712308      | 6.15                              | 99.53                |
| 6       | Votes against the Resolution including votes cast by electronic mode      | 54   | 332019        | 0.03                              | 0.47                 |
| 7       | Net valid votes (as per Register)   | 643*   | 70044327      | 6.18                              | 100.00               |

\*33 members holding 294933361 equity shares (including 21 numbers of shareholders belongs to Promoters and Promoters Group holding 294930766 equity shares abstained from voting pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) have abstained from voting was not included in Net valid votes.

The aforesaid resolutions have therefore been approved by the Shareholders with the requisite majority.

Place : Mumbai

Date : February 23, 2017

  
Chairman/Authorised Representative

# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

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### COMBINED SCRUTINIZER'S REPORT

**The Chairman**

Bajaj Hindusthan Sugar Limited  
(Formerly: Bajaj Hindusthan Limited)  
Golagokarannath  
Lakhimpur-Kheri  
District Kheri  
Uttar Pradesh - 262802

Dear Sir,

**Sub: Passing of Special/Ordinary Resolution by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules thereunder in terms of the Notice dated 2<sup>nd</sup> January, 2017 for passing three (3) Special/Ordinary Resolutions as set out below:**

- i) Special Resolution for approval of Sale and transfer of Co-generation power business under Section 180(1)(a) of the Companies Act, 2013 [hereinafter referred to as "RESOLUTION NO.1 (SPECIAL RESOLUTION)"];
- ii) Ordinary Resolution for transaction with Lalitpur Power Generation Company Limited, being a related party for sale of Co-generation power business under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "RESOLUTION NO.2 (ORDINARY RESOLUTION)"];
- iii) Ordinary Resolution for transaction with Lalitpur Power Generation Company Limited, being a related party to enter into contracts/arrangements for supply of fuel (bagasse and bio gas), purchase of power and steam and shared services in respect of common facilities under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "RESOLUTION NO.3 (ORDINARY RESOLUTION)"].

1. The Board of Directors of the Company at its Meeting held on 2<sup>nd</sup> January, 2017 has appointed me Scrutinizer for conducting the postal ballot voting process for the above purpose.
2. I submit my report as under:
  - 2.1. The Company has completed on 18<sup>th</sup> January, 2017 the dispatch of postal ballot forms and PIN MAILERS along with postage prepaid business reply envelopes to its Members, whose name appeared on the Register of Members/list of beneficiaries as on 31<sup>st</sup> December, 2016.



- 2.2. Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in a register separately maintained for the purpose.
- 2.3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 2.4. The postal ballot boxes were opened on 18<sup>th</sup> February, 2017 in my presence.
- 2.5. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 31<sup>st</sup> December, 2016.
- 2.6. All postal ballot forms received up to the close of working hours i.e. 6.00 p.m. on Friday, 17<sup>th</sup> February, 2017, the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
- 2.7. Envelopes containing postal ballot forms received on or after 6.00 p.m. of 17<sup>th</sup> February, 2017 were not considered for my scrutiny. I have directed the Company to keep them separately, unopened.
- 2.8. Envelopes containing postal ballot forms returned undelivered aggregated to 3164 vide Serial Number 1 to 3164. These envelopes were also not opened and they are separately kept.
- 2.9. I did not find any defaced or mutilated ballot paper. All extraneous papers found in the envelopes received back were not considered.
- 2.10. I have received a complete record of votes cast by electronic mode from Central Depository Services India Limited, the Agency for providing and supervising electronic platform upto 17<sup>th</sup> February, 2017.

I have also received a statement dated 18<sup>th</sup> February, 2017 from M/s Link Intime India Pvt. Limited, Mumbai, the Registrar & Share Transfer Agents of the Company on aggregate of summary of physical and voting by electronic means.

Total Paid up Equity Share Capital of the Company as on date is 1133559942 Equity Shares of Re.1 each fully paid.



## 3.1 RESOLUTION NO.1 (SPECIAL RESOLUTION)

**THE AGGREGATE OF SUMMARY OF RESULTS OF PHYSICAL VOTING AND VOTING BY ELECTRONIC MEANS IS AS UNDER:**

| Sr. No. | Particulars                           | No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means | No. of Votes | % to total paid up equity capital | % to net valid votes |
|---------|---------------------------------------|--|--------------|-----------------------------------|----------------------|
| A       | Total Votes received                  | 797  | 365152850    | 32.21                             | --                   |
| B       | Less: Invalid Votes (as per Register) | 111  | 171617       | 0.02                              | --                   |
| C       | Net valid Votes (as per Register)     | 676*   | 364979728    | 32.20                             | --                   |
| D       | Votes with Assent for the Resolution  | 623  | 364652257    | 32.17                             | 99.91                |
| E       | Votes with Dissent for the Resolution | 53   | 327471       | 0.03                              | 0.09                 |

\* 10 members holding 1505 shares have abstained from voting was not included in Net valid votes.

**(I) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN BELOW:**

| Sr. No. | Particulars   | No. of Postal Ballot Forms | No. of Shares | % to total paid up equity capital | % to total shares of valid ballots |
|---------|---|----------------------------|---------------|-----------------------------------|------------------------------------|
| A       | Total Postal Ballot Forms received                  | 649                        | 2537773       | 0.22                              | --                                 |
| B       | Less: Invalid Postal Ballot Forms (as per Register) | 111                        | 171617        | 0.02                              | --                                 |
| C       | Net valid Postal Ballot Forms (as per Register)     | 528*                       | 2364651       | 0.21                              | --                                 |
| D       | Postal Ballot Forms with Assent for the Resolution  | 496                        | 2299847       | 0.20                              | 97.26                              |
| E       | Postal Ballot Forms with Dissent for the Resolution | 32                         | 64804         | 0.01                              | 2.74                               |

\* 10 members holding 1505 shares have abstained from voting was not included in Net valid votes.

**(II) SUMMARY OF THE VOTING BY ELECTRONIC MEANS, AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:**

| Sr. No. | Particulars                               | No. of shareholders voted through electronic means | No. of Shares | % to total paid up equity capital | % to total shares of valid ballots |
|---------|---|--|---------------|-----------------------------------|------------------------------------|
| A       | Total votes cast by electronic mode       | 148  | 362615077     | 31.99                             | --                                 |
| B       | Less: Invalidated votes (as per Register) | 0  | 0             |                                   | --                                 |
| C       | Net valid votes (as per Register)         | 148  | 362615077     | 31.99                             | --                                 |
| D       | Votes with Assent for the Resolution      | 127  | 362352410     | 31.97                             | 99.93                              |
| E       | Votes with Dissent for the Resolution     | 21   | 262667        | 0.02                              | 0.07                               |



## 3.2 RESOLUTION NO. 2 (ORDINARY RESOLUTION)

**THE AGGREGATE OF SUMMARY OF RESULTS OF PHYSICAL VOTING AND VOTING BY ELECTRONIC MEANS IS AS UNDER:**

| Sr. No. | Particulars                           | No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means | No. of Votes | % to total paid up equity capital | % to net valid votes |
|---------|---------------------------------------|--|--------------|-----------------------------------|----------------------|
| A       | Total Votes received                  | 799  | 365152850    | 32.21                             | --                   |
| B       | Less: Invalid Votes (as per Register) | 114  | 175982       | 0.02                              | --                   |
| C       | Net valid Votes (as per Register)     | 651*   | 70043532     | 6.18                              | --                   |
| D       | Votes with Assent for the Resolution  | 595  | 69707793     | 6.15                              | 99.52                |
| E       | Votes with Dissent for the Resolution | 56   | 335739       | 0.03                              | 0.48                 |

\* 34 members holding 294933336 shares have abstained from voting was not included in Net valid votes.

**(I) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN BELOW:**

| Sr. No. | Particulars   | No. of Postal Ballot Forms | No. of Shares | % to total paid up equity capital | % to total shares of valid ballots |
|---------|---|----------------------------|---------------|-----------------------------------|------------------------------------|
| A       | Total Postal Ballot Forms received                  | 651                        | 2537773       | 0.22                              | --                                 |
| B       | Less: Invalid Postal Ballot Forms (as per Register) | 114                        | 175982        | 0.02                              | --                                 |
| C       | Net valid Postal Ballot Forms (as per Register)     | 525*                       | 2359241       | 0.21                              | --                                 |
| D       | Postal Ballot Forms with Assent for the Resolution  | 492                        | 2293707       | 0.20                              | 97.22                              |
| E       | Postal Ballot Forms with Dissent for the Resolution | 33                         | 65534         | 0.01                              | 2.78                               |

\* 12 members holding 2550 shares have abstained from voting was not included in Net valid votes.

**(II) SUMMARY OF THE VOTING BY ELECTRONIC MEANS, AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:**

| Sr. No. | Particulars                               | No. of shareholders voted through electronic means | No. of Shares | % to total paid up equity capital | % to total shares of valid ballots |
|---------|---|--|---------------|-----------------------------------|------------------------------------|
| A       | Total votes cast by electronic mode       | 148  | 362615077     | 31.99                             | --                                 |
| B       | Less: Invalidated votes (as per Register) | 0  | 0             | --                                | --                                 |
| C       | Net valid votes (as per Register)         | 126*   | 67684291      | 5.97                              | --                                 |
| D       | Votes with Assent for the Resolution      | 103  | 67414086      | 5.95                              | 99.60                              |
| E       | Votes with Dissent for the Resolution     | 23   | 270205        | 0.02                              | 0.40                               |

\* 22 members holding 294930786 shares have abstained from voting was not included in Net valid votes.



## 3.3 RESOLUTION NO. 3 (ORDINARY RESOLUTION)

**THE AGGREGATE OF SUMMARY OF RESULTS OF PHYSICAL VOTING AND VOTING BY ELECTRONIC MEANS IS AS UNDER:**

| Sr. No. | Particulars                           | No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means | No. of Votes | % to total paid up equity capital | % to net valid votes |
|---------|---------------------------------------|--|--------------|-----------------------------------|----------------------|
| A       | Total Votes received                  | 799  | 365152850    | 32.21                             | --                   |
| B       | Less: Invalid Votes (as per Register) | 123  | 175162       | 0.02                              | --                   |
| C       | Net valid Votes (as per Register)     | 643*   | 70044327     | 6.18                              | --                   |
| D       | Votes with Assent for the Resolution  | 589  | 69712308     | 6.15                              | 99.53                |
| E       | Votes with Dissent for the Resolution | 54   | 332019       | 0.03                              | 0.47                 |

\* 33 members holding 294933361 shares have abstained from voting was not included in Net valid votes.

**(I) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN BELOW:**

| Sr. No. | Particulars   | No. of Postal Ballot Forms | No. of Shares | % to total paid up equity capital | % to total shares of valid ballots |
|---------|---|----------------------------|---------------|-----------------------------------|------------------------------------|
| A       | Total Postal Ballot Forms received                  | 651                        | 2537773       | 0.22                              | --                                 |
| B       | Less: Invalid Postal Ballot Forms (as per Register) | 123                        | 175162        | 0.02                              | --                                 |
| C       | Net valid Postal Ballot Forms (as per Register)     | 516*                       | 2360016       | 0.21                              | --                                 |
| D       | Postal Ballot Forms with Assent for the Resolution  | 484                        | 2293577       | 0.20                              | 97.18                              |
| E       | Postal Ballot Forms with Dissent for the Resolution | 32                         | 66439         | 0.01                              | 2.82                               |

\* 12 members holding 2595 shares have abstained from voting was not included in Net valid votes.

**(II) SUMMARY OF THE VOTING BY ELECTRONIC MEANS, AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:**

| Sr. No. | Particulars                               | No. of shareholders voted through electronic means | No. of Shares | % to total paid up equity capital | % to total shares of valid ballots |
|---------|---|--|---------------|-----------------------------------|------------------------------------|
| A       | Total votes cast by electronic mode       | 148  | 362615077     | 31.99                             | --                                 |
| B       | Less: Invalidated votes (as per Register) | 0  | 0             | --                                | --                                 |
| C       | Net valid votes (as per Register)         | 127*   | 67684311      | 5.97                              | --                                 |
| D       | Votes with Assent for the Resolution      | 105  | 67418731      | 5.95                              | 99.61                              |
| E       | Votes with Dissent for the Resolution     | 22   | 265580        | 0.02                              | 0.39                               |

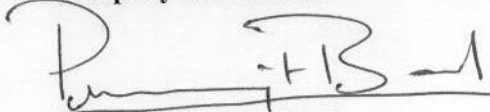
\* 21 members holding 294930766 shares have abstained from voting was not included in Net valid votes.



4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

For GUPTA BAUL & ASSOCIATES  
Company Secretaries

  
Prasanjit Kumar Baul  
Partner



Place : Mumbai

Date : 20<sup>th</sup> February, 2017