

# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

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### SCRUTINIZER'S REPORT

To  
**The Chairman**  
Bajaj Hindusthan Sugar Limited  
Golagokarannath  
Lakhimpur-Kheri  
District Kheri  
Uttar Pradesh - 262802

Dear Sir,

**Sub: Passing of Special Resolution by way of Postal Ballot (e-voting) pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs, Government of India in view of Covid-19 pandemic and the rules thereunder in terms of the Notice dated May 29, 2020 for passing one (1) Special Resolution as set out below:**

- i) Special Resolution for providing security by extending pledge of Shares of Lalitpur Power Generation Company Limited (LPGCL) held by the Company, as part of a joint obligation for all the existing shareholders of LPGCL to secure working capital loans for an Adhoc limit of Rs. 269.70 crore to be availed by LPGCL [hereinafter referred to as “RESOLUTION NO. 1 (SPECIAL RESOLUTION)”]

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1. The Board of Directors of the Company at its Meeting held on May 29, 2020 has appointed me as a Scrutinizer for conducting the postal ballot voting process for the above purpose.

2. I submit my report as under:

2.1 My responsibility as Scrutinizer is restricted to preparing a Scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from the website of National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the remote e-voting process i.e. on or before 5:00 P.M. (IST) on Monday, 29<sup>th</sup> June, 2020.



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- 2.2 The e-voting period remained open from Sunday, 31<sup>st</sup> May, 2020 at 9.00 A.M. (IST) and ended on Monday, 29<sup>th</sup> June, 2020 at 5.00 P.M. (IST) on the designated website of NSDL i.e. <https://evoting.nsdl.com> .
- 2.3 On Saturday, 30<sup>th</sup> May, 2020 the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/List of Beneficial Owners received from Link Intime India Private Limited the Registrar and Share Transfer Agent of the Company (“the RTA”) as on the cut-off date i.e. Friday, 22<sup>nd</sup> May, 2020 and whose e-mail address were available with the Company or with the RTA. Pursuant to the MCA Circulars, the Company had dispatched the notices only through e-mails. The Company had not dispatched the Postal Ballot Notice to those members whose e-mail address were not available with the RTA. However, the Company had given an option to Members to register their e-mail address with the Company or the RTA. None of the shareholders availed the email id registration facility.
- 2.4 I had monitored the process of electronic voting (i.e. e-voting) through the Scrutinizer’s secured link provided by NSDL through its designated website.
- 2.5 The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
- 2.6 Votes cast by the members through e-voting, were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and authorizations lodged with the Company.
- 2.7 This report is based on vote cast through e-voting, which was downloaded from the website of NSDL i.e. <https://evoting.nsdl.com> .
- 2.8 After ascertaining the votes cast by e-voting, I hereby submit the result as under:



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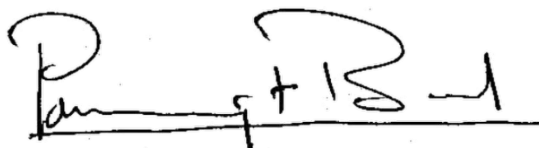
Sr. No.	Particulars	No. of shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total votes cast by electronic mode	445	241055671	21.27	--
B	Net valid Votes (as per Register)	445	240991434*	21.26	--
C	Votes with Assent for the Resolution	342	224714256	19.82	93.25
D	Votes with Dissent for the Resolution	103	16277178	1.44	6.75

\* 1 member holding 64237 shares has abstained from voting was not included in Net valid votes.

3. You may accordingly declare the result of the postal ballot.

Thanking you,

**FOR GUPTA BAUL & ASSOCIATES**  
**COMPANY SECRETARIES**



**PRASANJIT KUMAR BAUL**  
**PARTNER**  
**CP No. 12981**  
**M. No. A34347**  
**UDIN A034347B000403727**

Place: Mumbai  
Date : June 30, 2020

Countersigned by  
For **Bajaj Hindusthan Sugar Limited**



**Kausik Adhikari**  
**Company Secretary**  
**(Membership No. ACS 18556)**