

GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER'S REPORT

To

The Chairman of the 88th Annual General Meeting ("AGM") of the Equity Shareholders of Bajaj Hindusthan Sugar Limited held on Tuesday, 29th September 2020 at 11:00 a.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

1. I, Prasanjit Kumar Baul, Company Secretary in practice and Partner, Gupta Baul & Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Bajaj Hindusthan Sugar Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 18th August 2020 ("Notice") in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Tuesday, 29th September 2020 at 11:00 a.m. IST through VC / OAVM.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As a Scrutinizer, I have to scrutinize:

(i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and

(ii) process of e-voting at the AGM through electronic voting system ("e-voting").

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Link Intime India Pvt. Limited ("Link Intime"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendance papers / documents furnished to me electronically by the Company and/ or Link Intime for my verification.

Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Tuesday, 22 September, 2020 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in



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the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-voting process:-

i. The remote e-voting period remained open from Saturday, 26 September, 2020 (9 :00 a.m. IST) to Monday, 28 September, 2020 (5:00 p.m. IST).

ii. The votes cast were unblocked on Sunday, 28 September, 2020 and was witnessed by two witnesses, Ms. Bhibirani Borgohain and Ms. Tina Borgohain who are not in the employment of the Company and/ or Link Intime. They have signed below in confirmation of the same.



Bhibirani Borgohain



Tina Borgohain

iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of Link Intime, i.e., <https://instavote.linkintime.co.in>. Based on the report generated by Link Intime and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. E-voting process at the AGM:-

i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by Link Intime under my instructions.

ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / Link Intime and the authorizations lodged with the Company/ Link Intime on test check basis.

iii. The e-votes cast were unblocked on Tuesday, 29 September, 2020 after the conclusion of the AGM.

8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by Link Intime, scrutinized on test check basis and relied upon by me as under:-

Resolution No. 1

Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended as at March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon for the said year - Ordinary Resolution.

Particulars	Remote E-voting		Voting at the AGM		Total		% of total valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	123	377686755	6	11671102	129	389357857	97.97
Dissent	27	8049301	0	0	27	8049301	2.03
Abstain	2	41287114	0	0	2	41287114	--
Less Voted	0	0	0	0	0	0	--
Total*	152	385736056	6	11671102	158	397407158	100.00

* 2 members holding 41287114 shares have abstained from voting were not included in Total votes.



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Resolution No. 2

Re-appointment of Mr. Kushagra Bajaj, Chairman (DIN: 00017575) as Director, who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution.

Particulars	Remote E-voting		Voting at the AGM		Total		% of total valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	117	376299465	6	11671102	123	387970567	97.56
Dissent	34	9697583	0	0	34	9697583	2.44
Abstain	1	41026922	0	0	1	41026922	--
Less Voted	0	0	0	0	0	0	--
Total*	152	385997048	6	11671102	158	397668150	100.00

* 1 member holding 41026922 shares have abstained from voting was not included in Total votes.

Resolution No. 3

Appointment of M/s. R.S. Dani & Co., Chartered Accountants (Firm Registration No. 000243C) as Statutory Auditors of the Company to hold office from the conclusion of this 88th Annual General Meeting until the conclusion of the 93rd Annual General Meeting of the Company and fix their remuneration – Ordinary Resolution.

Particulars	Remote E-voting		Voting at the AGM		Total		% of total valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	137	426821270	6	11671102	143	438492372	99.95
Dissent	15	202700	0	0	15	202700	0.05
Abstain	0	0	0	0	0	0	--
Less Voted	0	0	0	0	0	0	--
Total	152	427023970	6	11671102	158	438695072	100.00

None of the shareholders who voted in this resolution have abstained from voting.

Resolution No. 4

Appointment of Mr. Atul Has mukhrai Mehta (DIN: 00112451) as an Independent Director of the Company to hold office upto December 31, 2024 – Ordinary Resolution.

Particulars	Remote E-voting		Voting at the AGM		Total		% of total valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	137	426936074	6	11671102	143	438607176	99.98
Dissent	16	87896	0	0	16	87896	0.02
Abstain	0	0	0	0	0	0	--
Less Voted	0	0	0	0	0	0	--
Total*	152	427023970	6	11671102	158	438695072	100.00

* 1 member holding 800 shares has e-voted partly in Favour and partly in Against for this resolution.

None of the shareholders who voted in this resolution have abstained from voting.



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Resolution No. 5

Re-appointment of Mr. Ashok Kumar Gupta (DIN: 02608184) as Whole-time Director, designated as Managing Director of the Company for a further period of five (5) years w.e.f. April 15, 2021 and fixing remuneration – Special Resolution

Particulars	Remote E-voting		Voting at the AGM		Total		% of total valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	132	426537411	6	11671102	138	438208513	99.89
Dissent	19	483659	0	0	19	483659	0.11
Abstain	1	2900	0	0	1	2900	--
Less Voted	0	0	0	0	0	0	--
Total*	152	427021070	6	11671102	158	438692172	100.00

* 1 member holding 2900 shares have abstained from voting was not included in Total votes.

Resolution no. 6

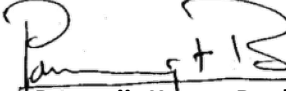
Ratification of the remuneration payable to cost auditors for the year 2020-2021 – Ordinary Resolution.

Particulars	Remote E-voting		Voting at the AGM		Total		% of total valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	138	426937449	6	11671102	144	438608551	99.98
Dissent	14	86521	0	0	14	86521	0.02
Abstain	0	0	0	0	0	0	--
Less Voted	0	0	0	0	0	0	--
Total	152	427023970	6	11671102	158	438695072	100.00

None of the shareholders who voted in this resolution have abstained from voting.

9. Based on the aforementioned results, we report that the Resolutions as contained in Item No. 1 to 6 of the Notice of AGM dated 18th August, 2020 has been passed with requisite majority.

10. The electronic data and all other relevant records relating to remote e-voting and e-voting are under my safe custody and will be handed over to Mr. Kausik Adhikari, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.


Prasanjit Kumar Baul
 Partner

Gupta Baul & Associates
Company Secretaries
 ACS 34347 CP 12981
 UDIN:- A034347B000812619

Date: 29th September, 2020
 Place: Mumbai

Countersigned by:
 For **Bajaj Hindusthan Sugar Limited**





Kausik Adhikari
Company Secretary
& Compliance Officer
 (Membership No. ACS 18556)