

**RESULT OF POSTAL BALLOT**

Results of the voting conducted through Postal Ballot on the following five (5) Special Resolutions as circulated to the Shareholders vide Postal Ballot Notice dated January 15, 2015:

**SPECIAL RESOLUTION NO. 1**

Special Resolution for approval of Restructuring Package in relation to the Company's debts

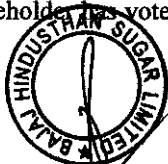
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to net valid votes
1	Number of valid postal ballot forms received	788	2773990	0.43	--
2	Number of valid votes cast by electronic mode	563	340208046	53.21	--
3	Number of invalid postal ballot forms received	86	294294	0.05	--
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	1237	342796822	53.61	99.95
6	Votes against the Resolution including votes cast by electronic mode	114	185214	0.03	0.05
7	Net valid votes (as per Register)	1351	342982036	53.64	100.00

**SPECIAL RESOLUTION NO. 2**

Special Resolution for issue of equity shares on preferential basis on conversion of the Funded Interest Term Loan to JLF Lenders

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	763	2753648	0.43	--
2	Number of valid votes cast by electronic mode	558	340209925	53.21	--
3	Number of invalid postal ballot forms received	86	294294	0.05	--
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	1154*	342718874	53.60	99.93
6	Votes against the Resolution including votes cast by electronic mode	168*	244699	0.04	0.07
7	Net valid votes (as per Register)	1321	342963573	53.64	100.00

\*includes one ballot form where the shareholder has voted partly "FOR" and partly "AGAINST" the resolution (Ballot No. 708)





**SPECIAL RESOLUTION NO. 3**

Special Resolution for issue of equity shares as may be required due to exercise of option by JLF Lenders to convert their loans in accordance with the Restructuring Package

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	761	2752528	0.43	--
2	Number of valid votes cast by electronic mode	557	340209070	53.21	--
3	Number of invalid postal ballot forms received	86	294294	0.05	--
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	1161*	342724214	53.60	99.93
6	Votes against the Resolution including votes cast by electronic mode	158*	237384	0.04	0.07
7	Net valid votes (as per Register)	1318	342961598	53.64	100.00

\*includes one ballot form where the shareholder has voted partly "FOR" and partly "AGAINST" the resolution (Ballot No. 708)

**SPECIAL RESOLUTION NO. 4**

Special Resolution for increase in the borrowing limit of the Company from Rs.7500 crore to Rs.11000 crore

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	760	2753648	0.43	--
2	Number of valid votes cast by electronic mode	561	340217812	53.21	--
3	Number of invalid postal ballot forms received	86	294294	0.05	--
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	1100	342411441	53.55	99.84
6	Votes against the Resolution including votes cast by electronic mode	221	560019	0.09	0.16
7	Net valid votes (as per Register)	1321	342971460	53.64	100.00



SPECIAL RESOLUTION NO. 5

Special Resolution for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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	756	2750539	0.43	--
2	Number of valid votes cast by electronic mode	568	340212518	53.21	--
3	Number of invalid postal ballot forms received	86	294294	0.05	--
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	1117	342563719	53.58	99.88
6	Votes against the Resolution including votes cast by electronic mode	207	399338	0.06	0.12
7	Net valid votes (as per Register)	1324	342963057	53.64	100.00

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

Place : Mumbai  
Date : March 05, 2015



  
Chairman/Authorised Representative



## S. L. BHANDARI & ASSOCIATES

COMPANY SECRETARIES

B-221, Durian Estate, Goregaon - Mulund Link Road,  
Near Pravasi Indl. Estate, Goregaon (East), Mumbai - 400 063.

Tel.: +91 22 2297 7483 Mobile: +91 9820203482

Email: shalubhandari@gmail.com

### 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 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 January 15, 2015 for passing five (5) Special Resolutions as set out below:**

- i) Special Resolution for approval of Restructuring Package in relation to the Company's debts (hereinafter referred to as "SPECIAL RESOLUTION NO.1");
- ii) Special Resolution for issue of equity shares on preferential basis on conversion of the Funded Interest Term Loan to JLF Lenders (hereinafter referred to as "SPECIAL RESOLUTION NO.2");
- iii) Special Resolution for issue of equity shares as may be required due to exercise of option by JLF Lenders to convert their loans in accordance with the Restructuring Package (hereinafter referred to as "SPECIAL RESOLUTION NO.3");
- iv) Special Resolution for increase in the borrowing limit of the Company from Rs.7500 crore to Rs.11000 crore (hereinafter referred to as "SPECIAL RESOLUTION NO.4");
- v) Special Resolution for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings (hereinafter referred to as "SPECIAL RESOLUTION NO.5").

1. The Board of Directors of the Company at its Meeting held on 25<sup>th</sup> December, 2014 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 27<sup>th</sup> January, 2015 the despatch 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 16<sup>th</sup> January, 2015.



- 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 27<sup>th</sup> February, 2015 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 16<sup>th</sup> January, 2015.
- 2.6. All postal ballot forms received up to 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 27<sup>th</sup> February, 2015 were not considered for my scrutiny. Such envelopes aggregate to 52 vide serial number 1 to 52. These envelopes were not opened and are separately kept.
- 2.8. Envelopes containing postal ballot forms returned undelivered aggregated to 1832 vide Serial Number 1 to 1832. 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 National Securities Depository Limited, the Agency for providing and supervising electronic platform upto 26<sup>th</sup> February, 2015.

I have also received a certificate dated 2<sup>nd</sup> March, 2015 from M/s Sharepro Services (India) Pvt. Ltd., 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 639399911 Equity Shares of Re.1 each fully paid.



## 3.1 SPECIAL RESOLUTION NO. 1

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

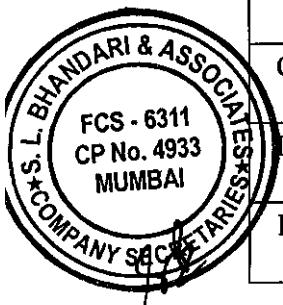
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1453	343295512	53.69	--
B	Less: Invalid Votes (as per Register)	86	294294	0.05	--
C	Net valid Votes (as per Register)	1351	342982036	53.64	--
D	Votes with Assent for the Resolution	1237	342796822	53.61	99.95
E	Votes with Dissent for the Resolution	114	185214	0.03	0.05

**(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	879	3074318	0.48	--
B	Less: Invalid Postal Ballot Forms (as per Register)	86	294294	0.05	--
C	Net valid Postal Ballot Forms (as per Register)	788	2773990	0.43	--
D	Postal Ballot Forms with Assent for the Resolution	731	2679980	0.42	96.61
E	Postal Ballot Forms with Dissent for the Resolution	57	94010	0.01	3.39

**(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	574	340221194	53.21	--
B	Less: Invalidated votes (as per Register)	0	0	0.00	--
C	Net valid votes (as per Register)	563	340208046	53.21	--
D	Votes with Assent for the Resolution	506	340116842	53.19	99.97
E	Votes with Dissent for the Resolution	57	91204	0.01	0.03



## 3.2 SPECIAL RESOLUTION NO. 2

**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	1453	343295512	53.69	--
B	Less: Invalid Votes (as per Register)	86	294294	0.05	--
C	Net valid Votes (as per Register)	1321	342963573	53.64	--
D	Votes with Assent for the Resolution	1154*	342718874	53.60	99.93
E	Votes with Dissent for the Resolution	168	244699	0.04	0.07

**(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	879	3074318	0.48	--
B	Less: Invalid Postal Ballot Forms (as per Register)	86	294294	0.05	--
C	Net valid Postal Ballot Forms (as per Register)	763	2753648	0.43	--
D	Postal Ballot Forms with Assent for the Resolution	688*	2649811	0.41	96.23
E	Postal Ballot Forms with Dissent for the Resolution	76*	103837	0.02	3.77

**(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	574	340221194	53.21	--
B	Less: Invalidated votes (as per Register)	0	0	0.00	--
C	Net valid votes (as per Register)	558	340209925	53.21	--
D	Votes with Assent for the Resolution	466	340069063	53.19	99.96
E	Votes with Dissent for the Resolution	92	140862	0.02	0.04

\*includes one ballot form where the shareholder has voted partly "FOR" and partly "AGAINST" the resolution (Ballot No. 708)



## 3.3 SPECIAL RESOLUTION NO. 3

**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	1453	343295512	53.69	--
B	Less: Invalid Votes (as per Register)	86	294294	0.05	--
C	Net valid Votes (as per Register)	1318	342961598	53.64	--
D	Votes with Assent for the Resolution	1161*	342724214	53.60	99.93
E	Votes with Dissent for the Resolution	158	237384	0.04	0.07

**(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	879	3074318	0.48	--
B	Less: Invalid Postal Ballot Forms (as per Register)	86	294294	0.05	--
C	Net valid Postal Ballot Forms (as per Register)	761	2752528	0.43	--
D	Postal Ballot Forms with Assent for the Resolution	692*	2652081	0.41	96.35
E	Postal Ballot Forms with Dissent for the Resolution	70*	100447	0.02	3.65

**(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	574	340221194	53.21	--
B	Less: Invalidated votes (as per Register)	0	0	0.00	--
C	Net valid votes (as per Register)	557	340209070	53.21	--
D	Votes with Assent for the Resolution	469	340072133	53.19	99.96
E	Votes with Dissent for the Resolution	88	136937	0.02	0.04

\*includes one ballot form where the shareholder has voted partly "FOR" and partly "AGAINST" the Resolution (Ballot No. 708)





## 3.4 SPECIAL RESOLUTION NO. 4

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

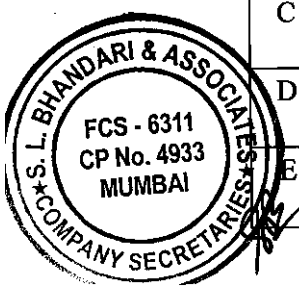
Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	1453	343295512	53.69	--
B	Less: Invalid Votes (as per Register)	86	294294	0.05	--
C	Net valid Votes (as per Register)	1321	342971460	53.64	--
D	Votes with Assent for the Resolution	1100	342411441	53.55	99.84
E	Votes with Dissent for the Resolution	221	560019	0.09	0.16

**(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	879	3074318	0.48	--
B	Less: Invalid Postal Ballot Forms (as per Register)	86	294294	0.05	--
C	Net valid Postal Ballot Forms (as per Register)	760	2753648	0.43	--
D	Postal Ballot Forms with Assent for the Resolution	665	2607306	0.41	94.69
E	Postal Ballot Forms with Dissent for the Resolution	95	146342	0.02	5.31

**(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	574	340221194	53.21	--
B	Less: Invalidated votes (as per Register)	0	0	0.00	--
C	Net valid votes (as per Register)	561	340217812	53.21	--
D	Votes with Assent for the Resolution	435	339804135	53.14	99.88
E	Votes with Dissent for the Resolution	126	413677	0.06	0.12



## 3.5 SPECIAL RESOLUTION NO. 5

**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	1453	343295512	53.69	--
B	Less: Invalid Votes (as per Register)	86	294294	0.05	--
C	Net valid Votes (as per Register)	1324	342963057	53.64	--
D	Votes with Assent for the Resolution	1117	342563719	53.58	99.88
E	Votes with Dissent for the Resolution	207	399338	0.06	0.12

**(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	879	3074318	0.48	--
B	Less: Invalid Postal Ballot Forms (as per Register)	86	294294	0.05	--
C	Net valid Postal Ballot Forms (as per Register)	756	2750539	0.43	--
D	Postal Ballot Forms with Assent for the Resolution	663	2619216	0.41	95.23
E	Postal Ballot Forms with Dissent for the Resolution	93	131323	0.02	4.77

**(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	574	340221194	53.21	--
B	Less: Invalidated votes (as per Register)	0	0	0.00	--
C	Net valid votes (as per Register)	568	340212518	53.21	--
D	Votes with Assent for the Resolution	454	339944503	53.17	99.92
E	Votes with Dissent for the Resolution	114	268015	0.04	0.08



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

Thanking you,

For S. L. Bhandari & Associates  
Company Secretaries



**Shalu Bhandari**  
Proprietor



Place : Mumbai  
Date : 3<sup>rd</sup> March, 2015