

### RESULT OF POSTAL BALLOT

Results of the voting conducted through Postal Ballot on the following three (3) Ordinary/Special Resolutions as circulated to the Shareholders vide Postal Ballot Notice dated October 27, 2017:

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

**Ordinary Resolution for increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company**

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	638	1011283	0.09	--
2	Number of valid votes cast by electronic mode	137	516022820	45.52	--
3	Number of invalid postal ballot forms received	86	180808	0.02	--
4	Number of invalid votes by electronic mode	0	0	0.00	--
5	Votes in favour of the Resolution including votes cast by electronic mode	645	485212273	42.80	93.88
6	Votes against the Resolution including votes cast by electronic mode	52	31642452	2.79	6.12
7	Net valid votes (as per Register)	697*	516854725	45.60	100.00

\*8 members holding 2980 equity shares have abstained from voting was not included in Net valid votes.

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

**Special Resolution for approval for conversion of Loan by Lenders into Optionally Convertible Debentures (OCDs) of the Company ("Securities") in accordance with implementation of the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) issued by the Reserve Bank of India**

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	638	1011283	0.09	--
2	Number of valid votes cast by electronic mode	137	516022820	45.52	--
3	Number of invalid postal ballot forms received	112	208478	0.02	--
4	Number of invalid votes by electronic mode	0	0	0.00	--



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	617	515590363	45.48	99.76
6	Votes against the Resolution including votes cast by electronic mode	54	1236692	0.11	0.24
7	Net valid votes (as per Register)	671*	516827055	45.59	100.00

\* 8 members holding 2980 equity shares have abstained from voting was not included in Net valid votes.

**RESOLUTION NO. 3 (SPECIAL RESOLUTION)**

**Special Resolution for approval for Offer, Issue and Allotment of Optionally Convertible Debentures (OCDs) of face value of Rs.100/- each on Preferential Basis pursuant to implementation of the S4A Scheme**

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	638	1011283	0.09	--
2	Number of valid votes cast by electronic mode	137	516022820	45.52	--
3	Number of invalid postal ballot forms received	114	211248	0.02	--
4	Number of invalid votes by electronic mode	1	6366	0.00	--
5	Votes in favour of the Resolution including votes cast by electronic mode	619	515590209	45.48	99.76
6	Votes against the Resolution including votes cast by electronic mode	49	1227710	0.11	0.24
7	Net valid votes (as per Register)	668*	516817919	45.59	100.00

\* 8 members holding 2980 equity shares 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 : December 05, 2017



*[Handwritten Signature]*

Chairman/Authorised Representative

# GUPTA BAUL & ASSOCIATES

## COMPANY SECRETARIES

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### COMBINED SCRUTINIZER'S REPORT

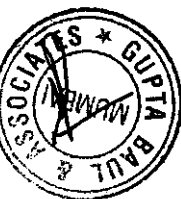
**The Chairman**  
Bajaj Hindusthan Sugar Limited  
Golagokarannath  
Lakhimpur-Kheri  
District Kheri  
Uttar Pradesh - 262802

Dear Sir,

**Sub: Passing of Ordinary/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 27<sup>th</sup> October, 2017 for passing three (3) Ordinary/Special Resolutions as set out below:**

- i) Ordinary Resolution for increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company [hereinafter referred to as "RESOLUTION NO.1 (ORDINARY RESOLUTION)"];
  - ii) Special Resolution for approval for conversion of Loan by Lenders into Optionally Convertible Debentures (OCDs) of the Company ("Securities") in accordance with implementation of the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) issued by the Reserve Bank of India [hereinafter referred to as "RESOLUTION NO.2 (SPECIAL RESOLUTION)"];
  - iii) Special Resolution for approval for Offer, Issue and Allotment of Optionally Convertible Debentures (OCDs) of face value of Rs.100/- each on Preferential Basis pursuant to implementation of the S4A Scheme [hereinafter referred to as "RESOLUTION NO.3 (SPECIAL RESOLUTION)"].
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1. The Board of Directors of the Company at its Meeting held on 27<sup>th</sup> October, 2017 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. The Company has completed on 2<sup>nd</sup> November, 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 20<sup>th</sup> October, 2017.
  - 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 2<sup>nd</sup> December, 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 20<sup>th</sup> October, 2017.
- 2.6. All postal ballot forms received upto the close of working hours i.e. 6.00 p.m. on Saturday, 2<sup>nd</sup> December, 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 2<sup>nd</sup> December, 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 362.8 vide Serial Number 1 to 362.8. These envelopes were unopened and separately kept.

I did not find any defaced or mutilated ballot paper. All extraneous papers found in the envelopes received back were not considered and subsequently destroyed.

- 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 up to 2<sup>nd</sup> December, 2017.

I have also received a statement dated 3<sup>rd</sup> December, 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 (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	775	517034103	45.61	
B	Less: Invalid Votes (as per Register)	86	180808	0.02	
C	Net valid Votes (as per Register)	697*	516854725	45.60	
D	Votes with Assent for the Resolution	645	485212273	42.80	93.88
E	Votes with Dissent for the Resolution	52	31642452	2.79	6.12

\* 8 members holding 2980 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	638	1011283	0.09	--
B	Less: Invalid Postal Ballot Forms (as per Register)	86	180808	0.02	--
C	Net valid Postal Ballot Forms (as per Register)	560*	831905	0.07	--
D	Postal Ballot Forms with Assent for the Resolution	534	821283	0.07	98.72
E	Postal Ballot Forms with Dissent for the Resolution	26	10622	0.00	1.28

\* 8 members holding 2980 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	137	516022820	45.52	--
B	Less: Invalidated votes (as per Register)	0	0	0	--
C	Net valid votes (as per Register)	137	516022820	45.52	--
D	Votes with Assent for the Resolution	111	484390990	42.73	93.87
E	Votes with Dissent for the Resolution	26	31631830	2.79	6.13



## 3.2 RESOLUTION NO. 2 (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	775	517034103	45.61	--
B	Less: Invalid Votes (as per Register)	112	208478	0.02	--
C	Net valid Votes (as per Register)	671*	516827055	45.59	--
D	Votes with Assent for the Resolution	617	515590363	45.48	99.76
E	Votes with Dissent for the Resolution	54	1236692	0.11	0.24

\* 8 members holding 2980 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	638	1011283	0.09	--
B	Less: Invalid Postal Ballot Forms (as per Register)	112	208478	0.02	--
C	Net valid Postal Ballot Forms (as per Register)	534*	804235	0.07	--
D	Postal Ballot Forms with Assent for the Resolution	495	777749	0.07	96.71
E	Postal Ballot Forms with Dissent for the Resolution	39	26486	0.00	3.29

\* 8 members holding 2980 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	137	516022820	45.52	--
B	Less: Invalidated votes (as per Register)	0	0	0	--
C	Net valid votes (as per Register)	137	516022820	45.52	--
D	Votes with Assent for the Resolution	122	514812614	45.42	99.77
E	Votes with Dissent for the Resolution	15	1210206	0.11	0.23



## 3.3 RESOLUTION NO. 3 (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	775	517034103	45.61	
B	Less: Invalid Votes (as per Register)	115	217614	0.02	
C	Net valid Votes (as per Register)	668*	516817919	45.59	
D	Votes with Assent for the Resolution	619	515590209	45.48	99.76
E	Votes with Dissent for the Resolution	49	1227710	0.11	0.24

\* 8 members holding 2980 shares have abstained from voting was not included in Net valid votes.

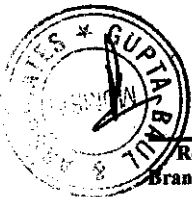
**(I) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN BELOW:**

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	638	1011283	0.09	--
B	Less: Invalid Postal Ballot Forms (as per Register)	114	211248	0.02	--
C	Net valid Postal Ballot Forms (as per Register)	532*	801465	0.07	--
D	Postal Ballot Forms with Assent for the Resolution	498	777599	0.07	97.02
E	Postal Ballot Forms with Dissent for the Resolution	34	23866	0.00	2.98

\* 8 members holding 2980 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	137	516022820	45.52	--
B	Less: Invalidated votes (as per Register)	1	6366	0.00	--
C	Net valid votes (as per Register)	136	516016454	45.52	--
D	Votes with Assent for the Resolution	121	514812610	45.42	99.97
E	Votes with Dissent for the Resolution	15	1203844	0.11	0.23



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  
CP No. 12981  
M. No. A34347**



Place: Mumbai  
Date: 3<sup>rd</sup> December, 2017