

**Re.: Result of Postal Ballot**

This is to inform that the results of three (3) Special/Ordinary Resolutions proposed to be passed by way of Postal Ballot in terms of the Notice for Passing of Resolution by Postal Ballot dated March 22, 2017 were declared on May 01, 2017. The details of voting and results are as under:-

Out of 148050 shareholders, 764 numbers of shareholders (including 154 numbers of shareholders voted through e-voting) holding 372180489 equity shares (including 370863147 equity shares voted through e-voting), being 32.83% of paid-up share capital, exercised their right to vote through Postal Ballot.

Based on the Scrutinizer's Report dated April 28, 2017 submitted by M/s Gupta Baul & Associates, the Scrutinizer, the Voting on the three (3) Special/Ordinary Resolutions by Postal Ballot casted through Postal ballot forms and e-voting were as follows:

<b>RESOLUTION NO. 1 (SPECIAL RESOLUTION)</b>	<b>In Favour</b>	<b>Against</b>	<b>Total</b>
Special Resolution for approval of Sale and transfer of Co-generation power business at a revised consideration of around Rs.1227 crore under Section 180(1)(a) of the Companies Act, 2013.			
<b>No. of Equity shares embodying the votes cast</b>	<b>336437486</b>	<b>35145950</b>	<b>371583436</b>
<b>% to total no. of equity shares for which votes have been cast</b>	<b>90.54%</b>	<b>9.46%</b>	<b>100%</b>
Votes representing 597053 equity shares were invalid and hence rejected.			

<b>RESOLUTION NO. 2 (ORDINARY RESOLUTION)*</b>	<b>In Favour</b>	<b>Against</b>	<b>Total</b>
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.			
<b>No. of Equity shares embodying the votes cast</b>	<b>41519461</b>	<b>35118458</b>	<b>76637919</b>
<b>% to total no. of equity shares for which votes have been cast</b>	<b>54.18%</b>	<b>45.82%</b>	<b>100%</b>
Votes representing 611163 equity shares were invalid and hence rejected.			

<b>RESOLUTION NO. 3 (ORDINARY RESOLUTION)*</b>	<b>In Favour</b>	<b>Against</b>	<b>Total</b>
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.			
<b>No. of Equity shares embodying the votes cast</b>	<b>41485234</b>	<b>35151780</b>	<b>76637014</b>
<b>% to total no. of equity shares for which votes have been cast</b>	<b>54.13%</b>	<b>45.87%</b>	<b>100%</b>
Votes representing 611943 equity shares were invalid and hence rejected.			

\*Promoters and Promoter Group abstained from voting for the Resolution No. 2 & 3 pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the foregoing, three (3) Special/Ordinary Resolutions indicated above, as circulated to the shareholders vide Postal Ballot Notice dated March 22, 2017 were **declared as duly passed by the Requisite Majority.**

Thanking you,

Place: Mumbai  
Date : May 01, 2017

For Bajaj Hindusthan Sugar Limited  
Sd/-  
Pradeep Parakh  
Group President (GRC) & Company Secretary