

RESULT OF POSTAL BALLOT

Results of the voting conducted through Postal Ballot on the following three (3) Special Resolutions as circulated to the Shareholders vide Postal Ballot Notice dated February 12, 2019:

RESOLUTION NO. 1 (SPECIAL RESOLUTION)

Special Resolution for Re-appointment of Mr. M. L. Apte, who has already attained the age of 75 years, as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024

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	123	202859	0.02	--
2	Number of valid votes cast by electronic mode	168	457661440	40.37	--
3	Number of invalid postal ballot forms received	6	15541	0.00	--
4	Number of invalid votes by electronic mode	0	0	0.00	--
5	Votes in favour of the Resolution through postal ballot forms and votes cast by electronic mode	217	442008991	38.99	96.54
6	Votes against the Resolution through postal ballot forms and votes cast by electronic mode	74	15855308	1.40	3.46
7	Net valid votes (as per Register)	291*	457864299	40.39	100.00

*1 member holding 41026922 equity shares have abstained from voting (e-voting) was not included in Net valid votes.

RESOLUTION NO. 2 (SPECIAL RESOLUTION)

Special Resolution for Re-appointment of Mr. D. K. Shukla, who has already attained the age of 75 years, as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024

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	116	198894	0.02	--
2	Number of valid votes cast by electronic mode	169	498688362	43.99	--
3	Number of invalid postal ballot forms received	6	15541	0.00	--
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 through postal ballot forms and votes cast by electronic mode	222	497236972	43.87	99.67
6	Votes against the Resolution through postal ballot forms and votes cast by electronic mode	63	1650284	0.15	0.33
7	Net valid votes (as per Register)	285*	498887256	44.01	100.00

* 7 members holding 3965 equity shares have abstained from voting (postal ballot form) was not included in Net valid votes.

RESOLUTION NO. 3 (SPECIAL RESOLUTION)

Special Resolution for Re-appointment of Mr. Alok Krishna Agarwal, as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024

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	116	198894	0.02	--
2	Number of valid votes cast by electronic mode	169	498688362	43.99	--
3	Number of invalid postal ballot forms received	6	15541	0.00	--
4	Number of invalid votes by electronic mode	0	0	0.00	--
5	Votes in favour of the Resolution through postal ballot forms and votes cast by electronic mode	221	467743903	41.26	93.76
6	Votes against the Resolution through postal ballot forms and votes cast by electronic mode	64	31143353	2.75	6.24
7	Net valid votes (as per Register)	285*	498887256	44.01	100.00

* 7 members holding 3965 equity shares have abstained from voting (postal ballot form) was not included in Net valid votes.

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

Place : Mumbai

Date : March 26, 2019



R. Parakh
 Chairman/Authorised Representative

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GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES

COMBINED SCRUTINIZER'S REPORT

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 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 February 12, 2019 for passing three (3) Special Resolutions as set out below:

- i) Special Resolution for Re-appointment of Mr. M.L. Apte, who has already attained the age of 75 years, as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024 [hereinafter referred to as "RESOLUTION NO. 1 (SPECIAL RESOLUTION)"];
- ii) Special Resolution for Re-appointment of Mr. D.K. Shukla, who has already attained the age of 75 years, as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024 [hereinafter referred to as "RESOLUTION NO. 2 (SPECIAL RESOLUTION)"];
- iii) Special Resolution for Re-appointment of Mr. Alok Krishna Agarwal, as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 01, 2019 to March 31, 2024 [hereinafter referred to as "RESOLUTION NO. 3 (SPECIAL RESOLUTION)"].

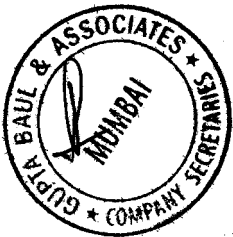
1. The Board of Directors of the Company at its Meeting held on February 12, 2019 has appointed me as a Scrutinizer for conducting the postal ballot voting process for the above purpose.
2. I submit my report as under:
 - 2.1. The Company has completed on February 21, 2019 the dispatch of postal ballot 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 February 08, 2019.



- 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 March 23, 2019 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 February 08, 2019.
- 2.6. All postal ballot forms received upto the close of working hours i.e. 5.00 p.m. on Saturday, March 23, 2019, the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
- 2.7. There were no envelopes received on or after 5.00 p.m. of March 23, 2019.
- 2.8. Envelopes containing postal ballot forms returned undelivered aggregated to 399 vide Serial Number 1 to 399. These envelopes were unopened and 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 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 March 23, 2019.

I have also received a statement dated March 23, 2019 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 (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	298	498906762	44.00	--
B	Less: Invalid Votes (as per Register)	6	15541	0.00	--
C	Net valid Votes (as per Register)	*291	457864299	40.39	100.00
D	Votes with Assent for the Resolution	217	442008991	38.99	96.54
E	Votes with Dissent for the Resolution	74	15855308	1.40	3.46

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

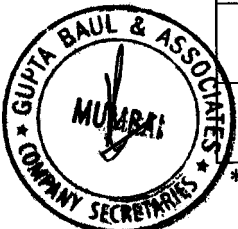
(I) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN BELOW:

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	129	218400	0.02	-
B	Less: Invalid Postal Ballot Forms (as per Register)	6	15541	0.00	-
C	Net valid Postal Ballot Forms (as per Register)	123	202859	0.02	100.00
D	Postal Ballot Forms with Assent for the Resolution	106	167428	0.01	82.53
E	Postal Ballot Forms with Dissent for the Resolution	17	35431	0.00	17.47

(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	169	498688362	43.99	--
B	Less: Invalidated votes (as per Register)	0	0	0	--
C	Net valid votes (as per Register)	*168	457661440	40.37	100.00
D	Votes with Assent for the Resolution	111	441841563	38.98	96.54
E	Votes with Dissent for the Resolution	57	15819877	1.39	3.46

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



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	298	498906762	44.01	--
B	Less: Invalid Votes (as per Register)	6	15541	0.00	--
C	Net valid Votes (as per Register)	*285	498887256	44.01	100.00
D	Votes with Assent for the Resolution	222	497236972	43.87	99.67
E	Votes with Dissent for the Resolution	63	1650284	0.14	0.33

* 7 members holding 3965 shares have abstained from voting was not included in Net valid votes.

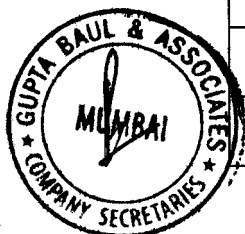
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A	Total Postal Ballot Forms received	129	218400	0.02	--
B	Less: Invalid Postal Ballot Forms (as per Register)	6	15541	0.00	--
C	Net valid Postal Ballot Forms (as per Register)	*116	198894	0.02	100.00
D	Postal Ballot Forms with Assent for the Resolution	97	161521	0.02	81.21
E	Postal Ballot Forms with Dissent for the Resolution	19	37373	0.00	18.79

* 7 members holding 3965 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	169	498688362	43.99	--
B	Less: Invalidated votes (as per Register)	0	0	0	--
C	Net valid votes (as per Register)	169	498688362	43.99	100.00
D	Votes with Assent for the Resolution	125	497075451	43.85	99.68
E	Votes with Dissent for the Resolution	44	1612911	0.14	0.32



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	298	498906762	44.01	--
B	Less: Invalid Votes (as per Register)	6	15541	0.00	--
C	Net valid Votes (as per Register)	*285	498887256	44.01	100.00
D	Votes with Assent for the Resolution	221	467743903	41.26	93.76
E	Votes with Dissent for the Resolution	64	31143353	2.75	6.24

* 7 members holding 3965 shares have abstained from voting was not included in Net valid votes.

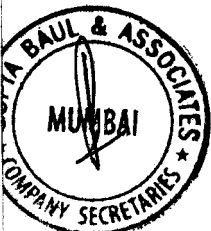
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Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Postal Ballot Forms received	129	218400	0.02	--
B	Less: Invalid Postal Ballot Forms (as per Register)	6	15541	0.00	--
C	Net valid Postal Ballot Forms (as per Register)	*116	198894	0.02	100.00
D	Postal Ballot Forms with Assent for the Resolution	100	164743	0.01	82.83
E	Postal Ballot Forms with Dissent for the Resolution	16	34151	0.00	17.17

* 7 members holding 3965 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	169	498688362	43.99	--
B	Less: Invalidated votes (as per Register)	0	0	0	--
C	Net valid votes (as per Register)	169	498688362	43.99	100.00
D	Votes with Assent for the Resolution	121	467579160	41.25	93.76
E	Votes with Dissent for the Resolution	48	31109202	2.74	6.24



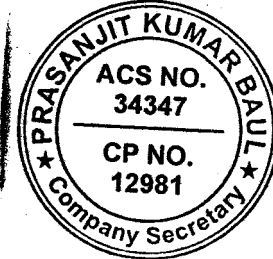
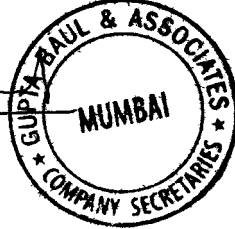
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

FOR GUPTA BAUL & ASSOCIATES
COMPANY SECRETARIES



PRASANJIT KUMAR BAUL
PARTNER
CP No. 12981
M. No. A34347



Place: Mumbai
Date: March 23, 2019