

**Details of Voting Results**

<b>Date of Annual General Meeting</b>	15 <sup>th</sup> December, 2014
<b>Total Number of Shareholders on Record Date</b>	21204 Shareholders
<b>Number of Shareholders present in the meeting either in person or through proxy</b>	
Promoters & Promoter Group	9 Shareholders
Public	331 Shareholders
<b>Number of Shareholders attended the meeting through Video Conferencing</b>	<b>NOT ARRANGED</b>
Promoters & Promoter Group	
Public	

Item: 1- Details of Agenda:

**Adoption of Audited Financial Statements for the year ended 30<sup>th</sup> June, 2014.**

Resolution Required: **Ordinary**

Mode of Voting: **Poll & E-voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
<b>Total</b>	<b>38138120</b>	<b>28802288</b>		<b>28802288</b>	<b>0</b>	<b>100</b>	<b>0</b>


Item: 2- Details of Agenda:

Re-appointment of Mr. Ashok Kumar Agarwal, (DIN : 05199585) who retires by rotation.

Resolution Required: *Ordinary*

Mode of Voting: *Poll & E-voting*

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
Total	38138120	28802288		28802288	0	100	0

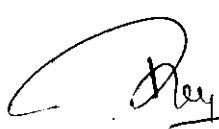

Item: 3- Details of Agenda:

Re-appointment of M/s. B. K. Kapur & Company, Chartered Accountants as Statutory Auditor.

Resolution Required: *Ordinary*

Mode of Voting: *Poll & E-voting*

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
Total	38138120	28802288		28802288	0	100	0

Item: 4- Details of Agenda:

**Re-appointment of Mr. Ashok Kumar Agarwal (DIN: 05199585) as a Executive/Whole-time Director of the Company.**

Resolution Required: *Special*

Mode of Voting: *Poll & E-voting*

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
<b>Total</b>	<b>38138120</b>	<b>28802288</b>		<b>28802288</b>	<b>0</b>	<b>100</b>	<b>0</b>

Item: 5- Details of Agenda:

**Re-appointment of Mr. Raj Kumar Adlakha (DIN: 00133256) as a Managing Director of the Company.**

Resolution Required: *Special*

Mode of Voting: *Poll & E-voting*

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	1263420	4.42	1263420	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
<b>Total</b>	<b>38138120</b>	<b>1835423</b>		<b>1835423</b>	<b>0</b>	<b>100</b>	<b>0</b>

  
Noida Sugar Mills Limited  
NOIDA

Item: 6- Details of Agenda:

**Appointment of Dr. Ramasamy Vasudevan (DIN: 00109908) as an Independent Director of the Company.**

Resolution Required: **Ordinary**

Mode of Voting: **Poll & E-voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
Total	38138120	28802288		28802288	0	100	0

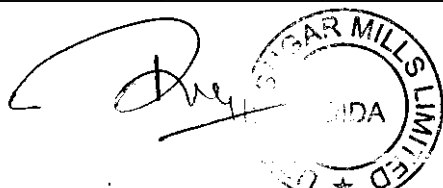
Item: 7- Details of Agenda:

**Appointment of Mr. Gurbachan Singh Matta (DIN: 02612602) as an Independent Director of the Company.**

Resolution Required: **Ordinary**

Mode of Voting: **Poll & E-voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
Total	38138120	28802288		28802288	0	100	0



Item: 8- Details of Agenda:

**Approval of the remuneration of the Cost Auditor for the financial year 2014-2015.**

Resolution Required: **Ordinary**

Mode of Voting: **Poll & E-voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
<b>Total</b>	<b>38138120</b>	<b>28802288</b>		<b>28802288</b>	<b>0</b>	<b>100</b>	<b>0</b>

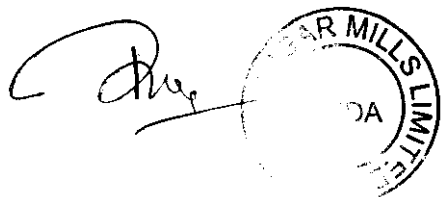
Item: 9- Details of Agenda:

**Alteration in Articles of Association of the Company**

Resolution Required: **Special**

Mode of Voting: **Poll & E-voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28603585	28230285	98.69	28230285	0	100	0
Public – Institutional Holders	560723	560723	100	560723	0	100	0
Public-Others	8973812	11280	0.126	11280	0	100	0
<b>Total</b>	<b>38138120</b>	<b>28802288</b>		<b>28802288</b>	<b>0</b>	<b>100</b>	<b>0</b>

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "PEAR MILLS LIMITED" around the perimeter and "DA" in the center.



(Annexure - C)

# UTTAM SUGAR MILLS LIMITED

Reply to :  
Legal & Secretarial Department  
A-11, Meerut Road Industrial Area, Ghaziabad - 201 003 (U.P.) INDIA  
Telephone : +91-120-6545766, 3275426, Facsimile : +91-120-4152766  
E-mail : gramarathnam\_uttam@yahoo.com

**CERTIFIED TRUE COPY OF AMENDMENTS IN ARTICLES OF ASSOCIATION OF THE COMPANY AS ADOPTED IN THE 19<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 15<sup>TH</sup> DECEMBER, 2014 AT REGISTERED OFFICE AT VILLAGE LIBBERHERI, TEHSIL ROORKEE, DISTRICT HARIDWAR, UTTARAKHAND.**

## **ARTICLE NO. 69: AMENDED BY SPECIAL RESOLUTION**

69. *The Board may elect a Chairperson/Chairman of its meeting and determine the period for which such Chairperson/Chairman shall hold office. Such Chairperson/Chairman shall occupy the position, notwithstanding that he/she is the Managing Director of the Company for the time being. The Board is empowered to fix the term of office of such Chairperson/Chairman and in the absence of term being fixed, the Chairperson/Chairman so elected shall occupy the position as long as she/he is director of the Company. The Chairperson/Chairman so appointed shall preside over all the meetings of the Board and the General Meetings during the tenure of his/her office.*

## **ARTICLE NO. 116: AMENDED BY SPECIAL RESOLUTION**

116. *The Board of Directors, subject to the provisions of the Companies Act, 2013, and approval of the members accorded at a General Meeting, may from time to time, appoint or reappoint, one or more Director or Directors to the office of the Managing Director or Managing Directors and/or Whole Time Director or Whole Time Directors for such period and on such remuneration, terms and conditions as are approved by the members and / or subject to the terms of any agreement entered into with such Managing or Whole Time Director or Directors and / or may revoke such appointments.*

*The Board of Directors, subject to the provisions of the Companies Act, 2013, may declare any one or more of the Managing Director or Managing Directors or Whole Time Director or Whole Time Directors as Director or Directors not liable to retire by rotation for such period as the Board may consider necessary.*

**CERTIFIED TRUE COPY  
FOR UTTAM SUGAR MILLS LIMITED**

**(G. RAMARATHNAM)  
CHIEF - LEGAL AND CORPORATE AFFAIRS &  
COMPANY SECRETARY (FCS NO. 1021)  
ADD - C-102, GATEWAY TOWER, SECTOR-4,  
VAISHALI, GHAZIABAD - 201010**

Corporate Identity Number (CIN) : L99999UR1993PLC032518

**Registered Office** : Village - Libberheri, Roorkee, District - Haridwar, Uttarakhand - 247667, India.  
**Corporate Office** : A-2E, IIIrd Floor, CMA Tower, Sector-24, NOIDA - 201 301 Uttar Pradesh, India  
Telephone : +91-120-425000, Facsimile : +91-120-4525015

**N.K.RASTOGI & ASSOCIATES**  
**COMPANY SECRETARIES**

109 CHOUDHARY COMPLEX ,  
9 V S BLOCK, SHAKARPUR ,  
DELHI -110092.  
PHONE 011-22022598  
[naveen@nkrassociate.com](mailto:naveen@nkrassociate.com)

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR UTTAM SUGAR MILLS LIMITED**

To,

**The Chairman,**



19<sup>th</sup> ANNUAL GENERAL MEETING OF UTTAM SUGAR MILLS LIMITED

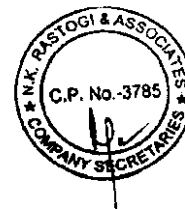
REGD OFF **VILLAGE LIBBERHERI, TEHSIL ROORKEE**

**HARIDWAR , UTTRAKHAND 247667**

**Sub: Passing of Resolution(s) through electronic AND poll conducted at the  
19<sup>th</sup> Annual General Meeting held on MONDAY, the 15<sup>th</sup> DECEMBER, 2014**

The Board of the Company at its meeting held on 12 November, 2014 had appointed me as Scrutinizer for the e-voting held between December 9<sup>th</sup> , 2014 at 09:00 A. M. to December 11<sup>th</sup> , 2014 at 6:00 P. M. and for the poll held at the 19<sup>th</sup> Annual General Meeting of the Company on the December 15, 2014.





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[naveen@nkrassociate.com](mailto:naveen@nkrassociate.com)

The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Tuesday, December 9<sup>th</sup> , 2014 at 09:00 A. M. to Thursday December 11<sup>th</sup> , 2014 at 6:00 P. M. The e-voting results were unblocked by me on 11<sup>th</sup> December , 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated December 12, 2014 attached herewith.

At the 19<sup>th</sup> Annual General Meeting of the Company held on December 15, 2014, the Company Secretary of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Company had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated December 16, 2014.

The result of the E- voting together with that of the poll is as under:





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Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	2879670 3	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	2879670 3	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	2879670 3	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100
Item No. 4 of the Notice (As an Special Resolution)	E-Voting	2879670 3	99.98	0	0	0	0
	Poll	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100
Item No. 5 of the Notice (As an Special Resolution)	E-Voting	1829838	99.70	0	0	#2696686 5	99.99
	Poll	5585	0.30	0	0	1617	0.01
	<b>TOTAL</b>	1835423	100.00	0	0	26968482	100




**N.K.RASTOGI & ASSOCIATES**  
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<b>Item No. 6 of the Notice (As an Special Resolution)</b>	<b>E- Voting</b>	2879670 3	99.98	0	0	0	0
	<b>Poll</b>	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100
<b>Item No. 7 of the Notice (As an Special Resolution)</b>	<b>E- Voting</b>	2879670 3	99.98	0	0	0	0
	<b>Poll</b>	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100
<b>Item No. 8 of the Notice (As an Special Resolution)</b>	<b>E- Voting</b>	2879670 3	99.98	0	0	0	0
	<b>Poll</b>	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100
<b>Item No. 9 of the Notice (As a Special Resolution)</b>	<b>E- Voting</b>	2879670 3	99.98	0	0	0	0
	<b>Poll</b>	5585	0.02	0	0	1617	100
	<b>TOTAL</b>	2880228 8	100.00	0	0	1617	100

# 26966865 equity shares held by the related parties are not considered for the purpose of passing of special resolutions at Item No. 5 of the Notice.

All the Resolutions stand passed under e-voting and poll with the requisite majority.




**N.K.RASTOGI & ASSOCIATES**  
**COMPANY SECRETARIES**

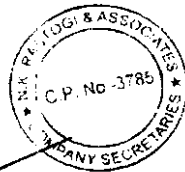
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[naveen@nkrassociate.com](mailto:naveen@nkrassociate.com)

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you,

Yours Sincerely

  
NAVEEN KUMAR RASTOGI  
SCRUTINIZER  
C. P. No. 3785  
N.K.RASTOGI & ASSOCIATES  
COMPANY SECRETARIES



Place : New Delhi  
Dated : 16.12.2014

