

**Outcome of Voting of 83<sup>rd</sup> Annual General Meeting  
(As per Clause 35A of Listing Agreement)**

<b>Date of Annual General Meeting</b>	14 <sup>th</sup> September, 2015		
<b>Total number of shareholders as on record date</b>	Shareholders as on 07 <sup>th</sup> September, 2015 : <b>1,39,810</b>		
<b>No. of shareholders present in the meeting either in person or through proxy</b>	Promoters & Promoter Group	Public	
	In Person	In Person	Through Proxy
	<b>14</b>	<b>35</b>	<b>1</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Promoters & Promoter Group	Public	
	N.A.	N.A.	

**Agenda wise**

The mode of voting for all the resolutions was:

1. E-voting conducted between September 10, 2015 to September 13, 2015 and
2. Poll conducted at the Annual General Meeting held on September 14, 2015

Given below is the resolution wise combined result of e-voting and poll.

**Resolution No.1: Adoption of financial statements for the year ended as at March 31, 2015 and the Reports of the Directors and Auditors thereon (Ordinary Resolution).**

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes (7)=[(5)/(2)]* 100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public - Institutional Holders	286533325	54249977	18.93	54249977	0	100.00	0.00
Public - Others	235289755	31321913	13.31	31289301	32612	99.89	0.10
<b>Total</b>	<b>816753846</b>	<b>380502656</b>	<b>46.59</b>	<b>380470044</b>	<b>32612</b>	<b>99.99</b>	<b>0.01</b>



**Resolution No.2: Re-appointment of Mr. Ashok Kumar Gupta (DIN No.02608184), as Director, who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution).**

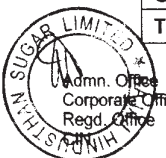
Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public - Institutional Holders	286533325	54249977	18.93	50232005	4017972	92.59	7.41
Public Others	235289755	31320903	13.31	31240971	79932	99.74	0.26
<b>Total</b>	<b>816753846</b>	<b>380501646</b>	<b>46.59</b>	<b>376403742</b>	<b>4097904</b>	<b>98.92</b>	<b>1.08</b>

**Resolution No.3: Appointment of M/s Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W) as auditors for five consecutive years of the Company and fix their remuneration (Ordinary Resolution)**

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public - Institutional Holders	286533325	54249977	18.93	54249977	0	100.00	0.00
Public Others	235289755	31320833	13.31	31275933	44900	99.86	0.14
<b>Total</b>	<b>816753846</b>	<b>380501576</b>	<b>46.59</b>	<b>380456676</b>	<b>44900</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No.4: Appointment of Mrs. Kiran Anuj (DIN: 02606822) as a Director of the Company liable to retire by rotation (Ordinary Resolution).**

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public - Institutional Holders	286533325	54249977	18.93	50232005	4017972	92.59	7.41
Public Others	235289755	31319703	13.31	31255214	64489	99.79	0.21
<b>Total</b>	<b>816753846</b>	<b>380500446</b>	<b>46.59</b>	<b>376417985</b>	<b>4082461</b>	<b>98.92</b>	<b>1.08</b>



**Resolution No.5: Ratification of the remuneration payable to cost auditors for the year 2015-2016 (Ordinary Resolution).**

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	286533325	54249977	18.93	54249977	0	100.00	0.00
Public Others	235289755	31319883	13.31	31260711	59172	99.81	0.19
<b>Total</b>	<b>816753846</b>	<b>380500626</b>	<b>46.59</b>	<b>380441454</b>	<b>59172</b>	<b>99.98</b>	<b>0.02</b>

**Resolution No.6: Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIPs/GDRs/FCCBs, etc. (Special Resolution).**

Promoter/ Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes
	(1)	(2)		(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0.00
Public – Institutional Holders	286533325	54249977	18.93	39586465	14663512	72.97	27.03
Public Others	235289755	31320003	13.31	31267948	52055	99.83	0.17
<b>Total</b>	<b>816753846</b>	<b>380500746</b>	<b>46.59</b>	<b>365785179</b>	<b>14715567</b>	<b>96.13</b>	<b>3.87</b>

# voting rights are in proportion to shares held as on 07<sup>th</sup> September, 2015

\$excludes invalid votes

As per the consolidated results of e-voting and poll on item No. 1 to 6 of the notice of AGM, all the resolutions are passed by requisite majority.

For BAJAJ HINDUSTHAN SUGAR LIMITED



KAUSIK ADHIKARI  
DEPUTY COMPANY SECRETARY

Date: September 15, 2015

**83<sup>RD</sup> ANNUAL GENERAL MEETING HELD ON 14<sup>TH</sup> SEPTEMBER 2015  
Declaration of Results of e-voting and poll**

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company had provided the facility of remote e-voting and voting through poll to the shareholders to enable them to cast their vote electronically/poll papers on the resolutions proposed in the Notice of the 83<sup>rd</sup> Annual General Meeting (AGM). The e-voting was open from 10<sup>th</sup> September 2015 to 13<sup>th</sup> September 2015. Further on September 14, 2015 voting facility through poll papers were provided to those members to vote who could not vote earlier through remote e-voting.

The Board of Directors had appointed M/s S.L. Bhandari & Associates, Practising Company Secretaries, as the Scrutinizer for remote e-voting and Mr. Avinash Chaturvedi, Advocate as the Scrutinizer for poll. The Scrutinizers have carried out the scrutiny of all the electronic votes received up to the close of working hours on 13<sup>th</sup> September 2015 and poll received till the conclusion of the meeting and submitted their Reports on 14<sup>th</sup> September 2015.

The Consolidated Results as per Scrutinizers' Report dated 14<sup>th</sup> September 2015 is as follows:

Particulars	% Votes in favour	% Votes Against
Resolution No.1: Adoption of financial statements for the year ended as at March 31, 2015 and the Reports of the Directors and Auditors thereon.	99.99	0.01
Resolution No.2: Re-appointment of Mr. Ashok Kumar Gupta (DIN No.02608184), as Director, who retires by rotation and being eligible offers himself for re-appointment.	98.92	1.08
Resolution No.3: Appointment of M/s Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W) as auditors for five consecutive years of the Company and fix their remuneration	99.99	0.01
Resolution No.4: Appointment of Mrs. Kiran Anuj (DIN: 02606822) as a Director of the Company liable to retire by rotation.	98.93	1.07
Resolution No.5: Ratification of the remuneration payable to cost auditors for the year 2015-2016.	99.98	0.02
Resolution No.6: Further issue of share capital pursuant to Section 62(1)(c) of the Companies Act, 2013 by way of QIP/GDR/FCCBs etc.	96.13	3.87



Based on the consolidated Report of the Scrutinizers, all Resolutions as set out in the Notice of 83<sup>rd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For **Bajaj Hindusthan Sugar Limited**



D.K. Shukla  
**Chairman of the meeting**

Date: 14<sup>th</sup> September 2015

## Combined Scrutinizer's Report

*[Pursuant to Section 108 & 109 of Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Chairman,  
83<sup>rd</sup> Annual General Meeting of the Equity  
Shareholders of M/s **Bajaj Hindusthan Sugar Limited**,  
held on 14<sup>th</sup> September 2015 at 11.00 A.M. at  
BHSL Conference Hall, Golagokarannath, Lakhimpur-Kheri,  
District Kheri, Uttar Pradesh 262 802,

Dear Sir,

1. We, M/s S.L. Bhandari & Associates, Practising Company Secretaries and Mr. Avinash Chaturvedi, Advocate have been appointed as Scrutinizers by the Board of Directors of M/s Bajaj Hindusthan Sugar Limited respectively for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and
- (ii) Poll through polling paper under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice of the 83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s Bajaj Hindusthan Sugar Limited held on the 14<sup>th</sup> September, 2015 at 11.00 A.M. at BHSL Conference Hall, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262 802.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e, by remote e-voting and voting by poll at the AGM) for the resolutions contained in the notice of the 83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company. Our responsibility as scrutinizer for the voting process of voting through electronic means (ie, by remote e-voting and voting by poll at the AGM) is restricted to make a consolidated Scrutinizers Report of the votes cast "in favour" or "against" the



resolutions stated above, based on the reports generated from the e-voting system and voting by poll at the AGM as mentioned above.

3. We have issued separate Scrutinizers Report on the remote e-voting and on the poll on the resolutions contained in the notice of the Annual General Meeting. We submit herewith the consolidated Scrutinizer's Report on the results of voting by remote e-voting and voting by poll at the AGM.

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

Item No. of the Notice	Mode of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Abstain	
		No	%	No	%	No	%	No	%
Item No. 1 of the Notice-Ordinary Resolution	E-voting	344563943	90.55	32612	0.01	0	0	0	0
	Poll	35906101	9.44	0	0	0	0	0	0
	Total	380470044	99.99	32612	0.01	0	0	0	0
Item No. 2 of the Notice-Ordinary Resolution	E-voting	340497641	89.49	4097904	1.08	0	0	1000	0
	Poll	35906101	9.43	0	0	0	0	0	0
	Total	376403742	98.92	4097904	1.08	0	0	1000	0
Item No. 3 of the Notice-Ordinary Resolution	E-voting	344551101	90.55	44374	0.01	0	0	1070	0
	Poll	35905575	9.44	526	0.00	0	0	0	0
	Total	380456676	99.99	44900	0.01	0	0	1070	0
Item No. 4 of the Notice-Ordinary Resolution	E-voting	340512410	89.49	4081935	1.07	0	0	2200	0
	Poll	35905575	9.44	526	0.00	0	0	0	0
	Total	376417985	98.93	4082461	1.07	0	0	2200	0
Item No. 5 of the Notice-Ordinary Resolution	E-voting	344535353	90.54	59172	0.02	0	0	2020	0
	Poll	35906101	9.44	0	0	0	0	0	0
	Total	380441454	99.98	59172	0.02	0	0	2020	0
Item No. 6 of the Notice-Special Resolution	E-voting	329879078	86.69	14715567	3.87	0	0	1900	0
	Poll	35906101	9.44	0	0	0	0	0	0
	Total	365785179	96.13	14715567	3.87	0	0	1900	0



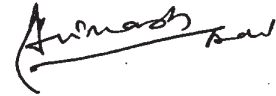
4. The electronic data and all other relevant documents relating to e-voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,

Yours faithfully,



M/S S.L. Bhandari & Associates



Mr. Avinash Chaturvedi

Date: 14<sup>th</sup> September, 2015

