



# INDIAN SUCROSE LIMITED

G.T.Road, Mukerian - 144 211 Distt. Hoshiarpur, (Punjab) India Fax: +91-1883-244532  
EPABX No. +91+9780005968/70/71 e-mail : info.isl@yaducorporation.com  
CIN - L15424PB1990PLC010903



To,  
The Manager  
Department of Corporate Services  
The Bombay Stock Exchange Limited,  
Floor 25, Pheeroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

Date: 30-09-2016

**SUBJECT: OUTCOME OF AGM AND VOTING RESULTS UNDER OF THE Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.(Scrip Code-500319)**

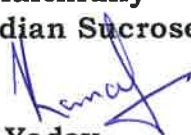
Dear Sir,

Please find herewith Outcome of Annual General Meeting and Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking You

Yours faithfully  
For Indian Sucrose Limited

  
Kunal Yadav  
(Managing Director)  
(Din:01338110)



Corporate Office : 5A, 2nd Floor, 18 Poorvi Marg, Vasant Vihar, New Delhi -57  
Tel: + 91-11-42426262



# INDIAN SUCROSE LIMITED

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CIN - L15424PB1990PLC010903



Website: www.muksug.com

Email: isl.investor@yaducorporation.com

Ref: ISL/2016-17/Sep/AGM

Date: 30-09-2016

To,  
The Manager,  
Department of Corporate Services,  
Bombay Stock Exchange Limited,  
Floor 25, PJ Towers, Dalal Street  
Mumbai-400001

Sub: Disclosure of Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: 25th Annual General Meeting held on 30-09-2016

| Sl. No. | Description   | Particulars   |       |       |
|---------|---|---|-------|-------|
| A.      | Date of Annual General Meeting  | <b>30<sup>th</sup> September, 2016</b>                                      |       |       |
| B.      | Book Closure date   | 25 <sup>th</sup> -30 <sup>th</sup> September, 2016<br>(both days inclusive) |       |       |
| C.      | Total Number of Shareholders on record date   | 18524   |       |       |
| D.      | Number of persons present in the meeting either in person e-voting or through proxy | 49  |       |       |
|         | <b>Shareholders</b>   | In person   | Proxy | Total |
|         | Promoters and group   | 4   | 0     | 4     |
|         | Public  | 41  | 0     | 41    |
|         | Total   | 45  | 0     | 45    |
| E.      | No. of Shareholders voted through e-voting  |   |       |       |
|         | <b>Shareholders</b>   | In person   | Proxy | Total |
|         | Promoters and group   | 0   | 0     | 0     |
|         | Public  | 4   | 0     | 4     |
|         | Total   | 4   | 0     | 4     |
| F.      | No. of Shareholders attended the meeting through video conferencing                 |   |       |       |
|         | Promoters and group   | Not arranged  |       |       |
|         | Public  |   |       |       |
|         | Total   |   |       |       |

## **Outcome of the Annual General Meeting**

The Annual General meeting of the members of the Company was held on Friday, September 30, 2016 at 11:00 A.M at GT Road Mukerain, Hoshiarpur, Punjab-144211 registered office of the Company. The Mode of voting was by way of poll/e-voting. The Shareholders transacted the business as provided in Annexure.

**Thanking You  
Your Sincerely  
For Indian Sucrose Limited**



**Kunal yadav  
Director  
(Din: 01338110)**



## AGENDA WISE

### ORDINARY BUSINESS

#### A) Resolution 1

Adoption of the Audited Balance Sheet of the Company as at 31st March, 2016, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

| <u>Mode of Voting</u> | <u>Promoter/Public</u>       | <u>No. of Shares held</u> | <u>No. of Votes Polled</u> | <u>% of votes polled on outstanding shares</u> | <u>No. of votes in favour</u> | <u>No. of votes against</u> | <u>% of votes in favour on votes polled</u> | <u>% of votes against on votes polled</u> |
|-----------------------|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| REMOTE E-VOTING       | Promoter & group             | 9107493                   | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public Institutional Holders | 9933                      | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public-Others                | 6344381                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
|                       | <b>Total</b>                 | 1546187                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
| VOTING BY POLL        | Promoter & group             | 9107493                   | 8122493                    | 52.53  | 8122493                       | 0                           | 52.53                                       | 0   |
|                       | Public Institutional Holders | 9933                      | 1                          | 0  | 1                             | 0                           | 0   | 0   |
|                       | Public-Others                | 6344381                   | 44                         | 0  | 44                            | 0                           | 0   | 0   |
|                       | <b>Total</b>                 | 15461807                  | 8122538                    | 52.53  | 0                             | 0                           | 52.53                                       | 0   |



*Kunal*



**(B) Resolution 2**

To appoint a Director in place of Sh. Sanjay Singh (DIN: 06694962), who retires by rotation and being eligible, offers himself for re-appointment

| <u>Mode of Voting</u> | <u>Promoter/Public</u>       | <u>No. of Shares held</u> | <u>No. of Votes Polled</u> | <u>% of votes polled on outstanding shares</u> | <u>No. of votes in favour</u> | <u>No. of votes against</u> | <u>% of votes in favour on votes polled</u> | <u>% of votes against on votes polled</u> |
|-----------------------|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| REMOTE E-VOTING       | Promoter & group             | 9107493                   | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public Institutional Holders | 9933                      | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public- Others               | 6344381                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
|                       | <b>Total</b>                 | 1546187                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
| VOTING BY POLL        | Promoter & group             | 9107493                   | 8122493                    | 52.53  | 8122493                       | 0                           | 52.53                                       | 0   |
|                       | Public Institutional Holders | 9933                      | 1                          | 0  | 1                             | 0                           | 0   | 0   |
|                       | Public- Others               | 6344381                   | 44                         | 0  | 44                            | 0                           | 0   | 0   |
|                       | <b>Total</b>                 | 15461807                  | 8122538                    | 52.53  | 0                             | 0                           | 52.53                                       | 0   |

**C) Resolution 3**

Re-Appointment of M/s. R. Dewan & Co., Chartered Accountants, (FRN: 017883N), as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

| <u>Mode of Voting</u> | <u>Promoter/Public</u>       | <u>No. of Shares held</u> | <u>No. of Votes Polled</u> | <u>% of votes polled on outstanding shares</u> | <u>No. of votes in favour</u> | <u>No. of votes against</u> | <u>% of votes in favour on votes polled</u> | <u>% of votes against on votes polled</u> |
|-----------------------|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| REMOTE E-VOTING       | Promoter & group             | 9107493                   | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public Institutional Holders | 9933                      | 0                          | 0  | 0                             | 0                           | 0   | 0   |



*Kana*

|                |                              |          |         |       |         |   |       |   |
|----------------|------------------------------|----------|---------|-------|---------|---|-------|---|
|                | Public-Others                | 6344381  | 4       | 0     | 3       | 1 | 0     | 0 |
|                | <b>Total</b>                 | 1546187  | 4       | 0     | 3       | 1 | 0     | 0 |
| VOTING BY POLL | Promoter & group             | 9107493  | 8122493 | 52.53 | 8122493 | 0 | 52.53 | 0 |
|                | Public Institutional Holders | 9933     | 1       | 0     | 1       | 0 | 0     | 0 |
|                | Public-Others                | 6344381  | 44      | 0     | 44      | 0 | 0     | 0 |
|                | <b>Total</b>                 | 15461807 | 8122538 | 52.53 | 0       | 0 | 52.53 | 0 |

#### D) Resolution 4

Regularisation of Mr. Mr. Geoffery Frederick Francis (DIN: 03420590) who was appointed as an Additional Director in the meeting of the Board of Directors held on Monday 30th May, 2016 whose term expires at the ensuing Annual General Meeting of the company

| <u>Mode of Voting</u> | <u>Promoter/Public</u>       | <u>No. of Shares held</u> | <u>No. of Votes Polled</u> | <u>% of votes polled on outstanding shares</u> | <u>No. of votes in favour</u> | <u>No. of votes against</u> | <u>% of votes in favour on votes polled</u> | <u>% of votes against on votes polled</u> |
|-----------------------|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| REMOTE E-VOTING       | Promoter & group             | 9107493                   | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public Institutional Holders | 9933                      | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public-Others                | 6344381                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
|                       | <b>Total</b>                 | 1546187                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
| VOTING BY POLL        | Promoter & group             | 9107493                   | 8122493                    | 52.53  | 8122493                       | 0                           | 52.53                                       | 0   |
|                       | Public Institutional Holders | 9933                      | 1                          | 0  | 1                             | 0                           | 0   | 0   |
|                       | Public-Others                | 6344381                   | 44                         | 0  | 44                            | 0                           | 0   | 0   |
|                       | <b>Total</b>                 | 15461807                  | 8122538                    | 52.53  | 0                             | 0                           | 52.53                                       | 0   |



*Kuraj*

E) Resolution 5

Fixation of the remuneration of the Cost Auditors for the financial year ending March 31, 2016

| <u>Mode of Voting</u> | <u>Promoter/Public</u>       | <u>No. of Shares held</u> | <u>No. of Votes Polled</u> | <u>% of votes polled on outstanding shares</u> | <u>No. of votes in favour</u> | <u>No. of votes against</u> | <u>% of votes in favour on votes polled</u> | <u>% of votes against on votes polled</u> |
|-----------------------|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| REMOTE E-VOTING       | Promoter & group             | 9107493                   | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public Institutional Holders | 9933                      | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public-Others                | 6344381                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
|                       | <b>Total</b>                 | 1546187                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
| VOTING BY POLL        | Promoter & group             | 9107493                   | 8122493                    | 52.53  | 8122493                       | 0                           | 52.53                                       | 0   |
|                       | Public Institutional Holders | 9933                      | 1                          | 0  | 1                             | 0                           | 0   | 0   |
|                       | Public-Others                | 6344381                   | 44                         | 0  | 44                            | 0                           | 0   | 0   |
|                       | <b>Total</b>                 | 15461807                  | 8122538                    | 52.53  | 0                             | 0                           | 52.53                                       | 0   |

F) Resolution 6

Conversion of 700,000 6% Convertible Preference Shares into Equity Shares.

| <u>Mode of Voting</u> | <u>Promoter/Public</u>       | <u>No. of Shares held</u> | <u>No. of Votes Polled</u> | <u>% of votes polled on outstanding shares</u> | <u>No. of votes in favour</u> | <u>No. of votes against</u> | <u>% of votes in favour on votes polled</u> | <u>% of votes against on votes polled</u> |
|-----------------------|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| REMOTE E-VOTING       | Promoter & group             | 9107493                   | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public Institutional Holders | 9933                      | 0                          | 0  | 0                             | 0                           | 0   | 0   |
|                       | Public-Others                | 6344381                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
|                       | <b>Total</b>                 | 1546187                   | 4                          | 0  | 3                             | 1                           | 0   | 0   |
| VOTING                | Promoter &                   | 9107493                   | 8122493                    | 52.53  | 8122493                       | 0                           | 52.53                                       | 0   |



*Handwritten signature in blue ink.*

|         |                              |          |         |       |    |   |       |   |
|---------|------------------------------|----------|---------|-------|----|---|-------|---|
| BY POLL | group                        |          |         |       |    |   |       |   |
|         | Public Institutional Holders | 9933     | 1       | 0     | 1  | 0 | 0     | 0 |
|         | Public- Others               | 6344381  | 44      | 0     | 44 | 0 | 0     | 0 |
|         | <b>Total</b>                 | 15461807 | 8122538 | 52.53 | 0  | 0 | 52.53 | 0 |



*Kunal*



FORM No. MGT-13

Scrutinizer's Report

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman  
M/s Indian Sucrose Limited  
G. T. Road Mukerian,  
Distt Hoshiarpur,  
Punjab

**Sub: Scrutinizer's Report on poll conducted in the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s Indian Sucrose Limited held on Friday, September 30, 2016 at G.T. Road, Mukerian-144 211, Distt. Hoshiarpur (Punjab) in terms of provisions of Section 109 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.**

Dear Sir,

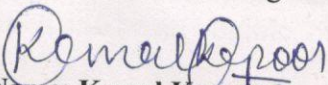
I, **Sheetal**, Practising Company Secretary (ACS: 38958, CP No: 15204) proprietor of M/s **Sheetal & Company**, having office at B-27, Basement, Gupta Palace, Rajouri Garden, New Delhi-110027 was appointed as Scrutinizer by the Board of Directors of M/s Indian Sucrose Limited for the purpose of poll taken on the agenda items transacted at the 25<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, September 30, 2015 at 11:00 A.M at G.T. Road, Mukerian-144 211, Distt. Hoshiarpur (Punjab) and submit my report as under:.

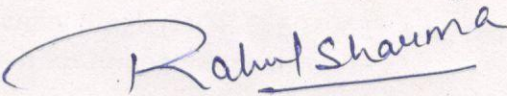
1. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the Authorizations / proxies lodged with the Company.





3. The Votes were unblocked at Mukerian on September 30, 2015 at 2:30 P.M in the presence of Ms. Komal Kapoor, and Mr. Rahul Sharma who have signed below as witness to the unblocking of votes.

  
Name: Komal Kapoor

  
Name: Rahul Sharma

4. The poll paper, which was completed but otherwise, found defective has been treated as invalid and kept separately.
5. The result of poll as under:

**A) Resolution 1**

Adoption of the Audited Balance Sheet of the Company as at 31st March, 2016, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

- i) Voted **in favour** of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 45  | 83,14,782                    | 100                                |

- ii) Voted **against** the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 0   | 0                            | 0                                  |

- iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |





**B) Resolution 2**

To appoint a Director in place of Sh. Sanjay Singh (DIN: 06694962), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in favour** of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 45  | 83,14,782                    | 100                                |

ii) Voted **against** the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 0   | 0                            | 0                                  |

iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

**C) Resolution 3**

Re-Appointment of M/s. R. Dewan & Co., Chartered Accountants, (FRN: 017883N), as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

i) Voted **in favour** of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 45  | 83,14,782                    | 100                                |





ii) Voted **against** the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 0   | 0                            | 0                                  |

iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

**D) Resolution 4**

Regularisation of Mr. Geoffery Frederick Francis (DIN: 03420590) who was appointed as an Additional Director in the meeting of the Board of Directors held on Monday 30th May, 2016 whose term expires at the ensuing Annual General Meeting of the company.

i) Voted **in favour** of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 45  | 83,14,782                    | 100                                |

ii) Voted **against** the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 0   | 0                            | 0                                  |

iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |





**E) Resolution 5**

Fixation of the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

i) Voted **in favour** of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 45  | 83,14,782                    | 100                                |

ii) Voted in against of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 0   | 0                            | 0                                  |

ii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

**F) Resolution 6**

Conversion of 700,000 6% Convertible Preference Shares into Equity Shares

i) Voted **in favour** of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 45  | 83,14,782                    | 100                                |





ii) Voted **against** the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % total number of valid votes cast |
|---|------------------------------|------------------------------------|
| 0   | 0                            | 0                                  |

iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

6. A Compact Disc (CD) containing list of equity shareholder who voted "**For**" and "**Against**" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handled over to the Company Secretary for safe keeping.

**Thanking You.**

**Yours faithfully**

*for SHEETAL & COMPANY*  
**COMPANY SECRETARIES**



**(SHEETAL)**  
**MEMBERSHIP NO.: 38958**  
**C.P. NO.: 15204**

**PLACE: DELHI**  
**DATE: OCTOBER 01, 2016**



## Scrutinizer's Report

Pursuant to rule Section 108 of the Companies Act, 2013  
(Rule 20(xi) of the Companies Management and Administration) Amendment Rules, 2015)

To,  
The Chairman  
M/s Indian Sucrose Limited  
G. T. Road Mukerian,  
Distt Hoshiarpur,  
Punjab

**Sub: Scrutinizer's Report on remote e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Administration) Regulations 2015 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 including any statutory modification or re-enactment thereof.**

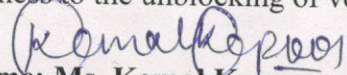
Dear Sir,

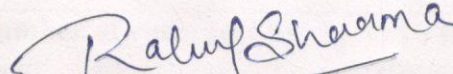
1. I, **Sheetal**, Practicing Company Secretary (ACS: 38958, CP No: 15204) proprietor of M/s **Sheetal & Company**, B-27, Gupta Palace (Basement), Rajouri Garden, Delhi-110027 was appointed as Scrutinizer by the Board of Directors of M/s India Sucrose Limited for the purpose of e-voting process on the agenda items to be transacted at the 25<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Friday, September 30, 2016 at 11:00 A.M at G.T. Road, Mukerian-144 211, Distt. Hoshiarpur (Punjab).
2. I submit my report as under:
  - a) The company has provided remote e-voting facility to all the Shareholder registered with the company and entitled to vote as on September 23, 2016.
  - b) The remote e-voting period was fixed to commence at 9:00 A.M. on Tuesday, September 27, 2016 and ended at 5:00 P.M. on Thursday, September 29, 2016 being last date and time fixed by the company for remote e-voting was considered for my scrutiny.
  - c) The member casted their vote through remote e-voting facility provided by the CDSL Authorized Agency.
  - d) I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.





- e) Particulars of all votes received electronically from the member have been entered in a register separately maintained for the purpose.
- f) The votes received electronically were duly scrutinized and the shareholder was matched/confirmed with the Register of member of the company as on the cut-off date i.e.: September 23, 2016
- g) The Votes were unblocked at Mukerian on September 30, 2016 at 12:30 P.M in the presence of Ms. Komal Kapoor, and Mr. Rahul Sharma who have signed below as witness to the unblocking of votes.

  
Name: Ms. Komal Kapoor

  
Name: Mr. Rahul Sharma

- h) Thereafter, the detail containing , inter alia, list of Equity shareholder, who voted “for” and “Against” each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e.: [www.evotingindia.com](http://www.evotingindia.com) and bases on such report generated, the result of the e-voting is provided hereunder.
3. A summary of the votes received electronically is given below:

**A) Resolution 1**

Adoption of the Audited Balance Sheet of the Company as at 31st March, 2016, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

| Particular                          | No. of ballot forms received | No. of shares | % of total equity paid up capital |
|-------------------------------------|------------------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 4                            | 3753          | 0.016                             |
| Less: invalid votes                 | 0                            | 0             | 0                                 |
| Net valid votes cast                | 4                            | 3753          | 0.016                             |





i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 3                       | 3153                         | 84.01                              |

ii) Voted **against** the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 1                       | 600                          | 15.99                              |

i) **Invalid** Votes:

| Total number of member whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 0  | 0                                  |

## **B) Resolution 2**

To appoint a Director in place of Sh. Sanjay Singh (DIN: 06694962), who retires by rotation and being eligible, offers himself for re-appointment.

| Particular                          | No. of ballot forms received | No. of shares | % of total equity paid up capital |
|-------------------------------------|------------------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 4                            | 3753          | 0.016                             |
| Less: invalid votes                 | 0                            | 0             | 0                                 |
| Net valid votes cast                | 4                            | 3753          | 0.016                             |

i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 3                       | 3153                         | 84.01                              |





ii) Voted **against** the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 1                       | 600                          | 15.99                              |

iii) **Invalid** Votes:

| Total number of member whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 0  | 0                                  |

**C) Resolution 3**

Re-Appointment of M/s. R. Dewan & Co., Chartered Accountants, (FRN: 017883N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

| Particular                          | No. of ballot form received | No. of shares | % of total equity paid up capital |
|-------------------------------------|-----------------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 4                           | 3753          | 0.016                             |
| Less: invalid votes                 | 0                           | 0             | 0                                 |
| Net valid votes cast                | 4                           | 3753          | 0.016                             |

i) Voted **in favour of** the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 3                       | 3153                         | 84.01                              |

ii) Voted **against** the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 1                       | 600                          | 15.99                              |





iii) **Invalid Votes:**

| Total number of member whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 0  | 0                                  |

**D) Resolution 4:**

Regularisation of Mr. Geoffery Frederick Francis (DIN: 03420590) who was appointed as an Additional Director in the meeting of the Board of Directors held on Monday 30th May, 2016 whose term expires at the ensuing Annual General Meeting of the company.

| Particular                          | No. of ballot form received | No. of shares | % of total equity paid up capital |
|-------------------------------------|-----------------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 4                           | 3753          | 0.016                             |
| Less: invalid votes                 | 0                           | 0             | 0                                 |
| Net valid votes cast                | 4                           | 3753          | 0.016                             |

i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 3                       | 3153                         | 84.01                              |

ii) Voted **against** the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 1                       | 60                           | 15.99                              |

iii) **Invalid Votes:**

| Total number of member whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 0  | 0                                  |





**E) Resolution 5**

Fixation of the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

| Particular                          | No. of ballot forms received | No. of shares | % of total equity paid up capital |
|-------------------------------------|------------------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 4                            | 3753          | 0.016                             |
| Less: invalid votes                 | 0                            | 0             | 0                                 |
| Net valid votes cast                | 4                            | 3753          | 0.016                             |

i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 3                       | 3153                         | 84.01                              |

ii) Voted **against** the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 1                       | 600                          | 15.99                              |

iii) Invalid Votes:

| Total number of member whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 0  | 0                                  |

**F) Resolution 6**

Conversion of 700,000 6% Convertible Preference Shares into Equity Shares

| Particular                          | No. of ballot forms received | No. of shares | % of total equity paid up capital |
|-------------------------------------|------------------------------|---------------|-----------------------------------|
| Total votes polled through e-voting | 4                            | 3753          | 0.016                             |
| Less: invalid votes                 | 0                            | 0             | 0                                 |
| Net valid votes cast                | 4                            | 3753          | 0.016                             |





i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 3                       | 3153                         | 84.01                              |

ii) Voted **against** the resolution:

| Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-------------------------|------------------------------|------------------------------------|
| 1                       | 600                          | 15.99                              |

iii) **Invalid** Votes:

| Total number of member whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 0  | 0                                  |

4. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

**Thanking You.**

**Yours faithfully**

*for SHEETAL & COMPANY*  
**COMPANY SECRETARIES**



**(SHEETAL)**  
**MEMBERSHIP NO.: 38958**  
**C.P. NO.: 15204**

**PLACE: DELHI**  
**DATE: OCTOBER 01, 2016**



**Combined Scrutinizer's Report**  
(Pursuant to rule Section 108 & 109 of the Companies Act, 2013  
read with Companies Management and Administration) Rules, 2014)

To,  
The Chairman  
25<sup>th</sup> Annual General Meeting of the shareholders of  
**M/s Indian Sucrose Limited**  
CIN-L15424PB1990PLC010903  
G. T. Road Mukerian,  
Distt Hoshiarpur  
Punjab

**Sub: Combined Report on Remote e-voting and Poll on the agenda items transacted at the 25<sup>th</sup> Annual General Meeting (AGM) of the company held on Friday, September 30, 2016 at 11:00 A.M at G. T. Road Mukerian, Distt Hoshiarpur, Punjab.**

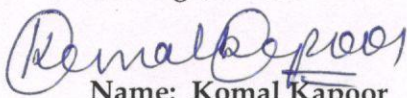
Dear Sir,

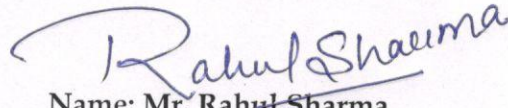
1. I, Sheetal, a Company Secretary in Practice (ACS: 38958, CP No: 15204) proprietor of **Sheetal & Company**, B-27, Basement, Gupta Palace, Rajouri Garden, New Delhi-110027, was appointed as a scrutinizer by the Board of Directors of **M/s Indian Sucrose Limited** for the purpose of scrutinizing the Remote e-voting process and voting by the use of Polling at the Annual General Meeting (AGM) under the provisions of Section 108 & 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2015 on the resolution contained in the notice to the 25<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on the Friday, September 30, 2016 at 11:00 A.M. at G. T. Road Mukerian, Distt Hoshiarpur, Punjab.
2. The members holding shares as on the "Cut Off" date i.e. Friday September 23, 2016 were entitled for remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The remote e-voting period was fixed to commence at 9:00 A.M. on Tuesday, September 27, 2016 and end at 5:00P.M. on Thursday, September 29, 2016.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the 25<sup>th</sup> Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by CDSL, the authorized agency engaged by the Company to provide remote e-voting facilities for e-voting and the report prepared on the basis of votes cast through poll at AGM.





4. After counting the votes conducted at the venue of AGM, the votes cast through remote e-voting were unblocked by me on September 30, 2016 after the conclusion of the meeting in the presence of 2 witnesses Ms. Komal Kapoor, and Mr. Rahul Sharma, who are not in the employment of the Company. They have signed below as witness to the unblocking of votes.

  
Name: Komal Kapoor

  
Name: Mr. Rahul Sharma

5. Further, the Chairman announced poll at the AGM for the shareholders who have attended the meeting and have not cast their vote by remote e-voting.
6. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the Authorizations / proxies lodged with the Company.
8. The poll paper, which was completed but otherwise, found defective has been treated as invalid and kept separately.

I hereby submit combined Scrutinizer's Report on the results of remote e-voting together with that of poll on all the resolutions contained in the Notice of the aforesaid Annual General Meeting as under:-

**A) Resolution 1**

Adoption of the Audited Balance Sheet of the Company as at 31st March, 2016, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

| Particular                          | Number of members voted | No. of shares of Shares held by them | % of total equity paid up capital |
|-------------------------------------|-------------------------|--------------------------------------|-----------------------------------|
| Total votes polled through e-voting | 4                       | 3753                                 | 0.016                             |
| Polling Paper                       | 45                      | 8314782                              | 53.77                             |
| Less: invalid votes                 | 0                       | 0                                    | 0                                 |
| <b>Net valid votes cast</b>         | <b>49</b>               | <b>8318535</b>                       | <b>53.786</b>                     |





a) Voted in favour of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 3                       | 3153                         | 84.01                              |
| Poll            | 45                      | 8314782                      | 100.00                             |
| <b>Total</b>    | <b>48</b>               | <b>8317935</b>               |                                    |

ii) Voted against the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 1                       | 600                          | 15.99                              |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>1</b>                | <b>600</b>                   | <b>15.99</b>                       |

iii) Invalid Votes:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 0                       | 0                            | 0                                  |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>0</b>                | <b>0</b>                     | <b>0</b>                           |

## B) Resolution 2

To appoint a Director in place of Sh. Sanjay Singh (DIN: 06694962), who retires by rotation and being eligible, offers himself for re-appointment.

| Particular                          | Number of members voted | No. of shares of Shares held by them | % of total equity paid up capital |
|-------------------------------------|-------------------------|--------------------------------------|-----------------------------------|
| Total votes polled through e-voting | 4                       | 3753                                 | 0.016                             |
| Polling Paper                       | 45                      | 8314782                              | 53.77                             |
| Less: invalid votes                 | 0                       | 0                                    | 0                                 |
| <b>Net valid votes cast</b>         | <b>49</b>               | <b>8318535</b>                       | <b>53.786</b>                     |





a) Voted in favour of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 3                       | 3153                         | 84.01                              |
| Poll            | 45                      | 8314782                      | 100.00                             |
| <b>Total</b>    | <b>48</b>               | <b>8317935</b>               |                                    |

ii) Voted against the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 1                       | 600                          | 15.99                              |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>1</b>                | <b>600</b>                   | <b>15.99</b>                       |

iii) Invalid Votes:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 0                       | 0                            | 0                                  |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>0</b>                | <b>0</b>                     | <b>0</b>                           |

**B) Resolution 2**

To appoint a Director in place of Sh. Sanjay Singh (DIN: 06694962), who retires by rotation and being eligible, offers himself for re-appointment.

| Particular                          | Number of members voted | No. of shares of Shares held by them | % of total equity paid up capital |
|-------------------------------------|-------------------------|--------------------------------------|-----------------------------------|
| Total votes polled through e-voting | 4                       | 3753                                 | 0.016                             |
| Polling Paper                       | 45                      | 8314782                              | 53.77                             |
| Less: invalid votes                 | 0                       | 0                                    | 0                                 |
| <b>Net valid votes cast</b>         | <b>49</b>               | <b>8318535</b>                       | <b>53.786</b>                     |





i) Voted in favour of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 3                       | 3153                         | 84.01                              |
| Poll            | 45                      | 8314782                      | 100.00                             |
| <b>Total</b>    | <b>48</b>               | <b>8317935</b>               |                                    |

ii) Voted against the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 1                       | 600                          | 15.99                              |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>1</b>                | <b>600</b>                   | <b>15.99</b>                       |

iii) Invalid Votes:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 0                       | 0                            | 0                                  |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>0</b>                | <b>0</b>                     | <b>0</b>                           |

**C) Resolution 3**

Re-Appointment of M/s. R. Dewan & Co., Chartered Accountants, (FRN: 017883N), as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

| Particular                          | Number of members voted | No. of shares of Shares held by them | % of total equity paid up capital |
|-------------------------------------|-------------------------|--------------------------------------|-----------------------------------|
| Total votes polled through e-voting | 4                       | 3753                                 | 0.016                             |
| Polling Paper                       | 45                      | 8314782                              | 53.77                             |
| Less: invalid votes                 | 0                       | 0                                    | 0                                 |
| <b>Net valid votes cast</b>         | <b>49</b>               | <b>8318535</b>                       | <b>53.786</b>                     |





i) Voted in favour of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 3                       | 3153                         | 84.01                              |
| Poll            | 45                      | 8314782                      | 100.00                             |
| <b>Total</b>    | <b>48</b>               | <b>8317935</b>               |                                    |

ii) Voted against the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 1                       | 600                          | 15.99                              |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>1</b>                | <b>600</b>                   | <b>15.99</b>                       |

iii) Invalid Votes:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 0                       | 0                            | 0                                  |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>0</b>                | <b>0</b>                     | <b>0</b>                           |

**D) Resolution 4**

Regularisation of Mr. Mr. Geoffery Frederick Francis (DIN: 03420590) who was appointed as an Additional Director in the meeting of the Board of Directors held on Monday 30th May, 2016 whose term expires at the ensuing Annual General Meeting of the company

| Particular                          | Number of members voted | No. of shares of Shares held by them | % of total equity paid up capital |
|-------------------------------------|-------------------------|--------------------------------------|-----------------------------------|
| Total votes polled through e-voting | 4                       | 3753                                 | 0.016                             |
| Polling Paper                       | 45                      | 8314782                              | 53.77                             |
| Less: invalid votes                 | 0                       | 0                                    | 0                                 |
| <b>Net valid votes cast</b>         | <b>49</b>               | <b>8318535</b>                       | <b>53.786</b>                     |





i) Voted in favour of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 3                       | 3153                         | 84.01                              |
| Poll            | 45                      | 8314782                      | 100.00                             |
| <b>Total</b>    | <b>48</b>               | <b>8317935</b>               |                                    |

ii) Voted against the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 1                       | 600                          | 15.99                              |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>1</b>                | <b>600</b>                   | <b>15.99</b>                       |

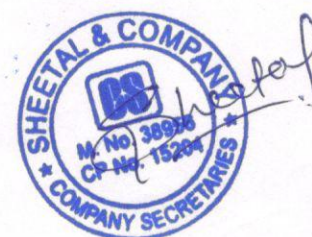
iii) Invalid Votes:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 0                       | 0                            | 0                                  |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>0</b>                | <b>0</b>                     | <b>0</b>                           |

#### E) Resolution 5

Fixation of the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

| Particular                          | Number of members voted | No. of shares of Shares held by them | % of total equity paid up capital |
|-------------------------------------|-------------------------|--------------------------------------|-----------------------------------|
| Total votes polled through e-voting | 4                       | 3753                                 | 0.016                             |
| Polling Paper                       | 45                      | 8314782                              | 53.77                             |
| Less: invalid votes                 | 0                       | 0                                    | 0                                 |
| <b>Net valid votes cast</b>         | <b>49</b>               | <b>8318535</b>                       | <b>53.786</b>                     |





i) Voted in favour of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 3                       | 3153                         | 84.01                              |
| Poll            | 45                      | 8314782                      | 100.00                             |
| <b>Total</b>    | <b>48</b>               | <b>8317935</b>               |                                    |

ii) Voted against the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 1                       | 600                          | 15.99                              |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>1</b>                | <b>600</b>                   | <b>15.99</b>                       |

iii) Invalid Votes:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 0                       | 0                            | 0                                  |
| Poll            | 0                       | 0                            | 0                                  |
| <b>Total</b>    | <b>0</b>                | <b>0</b>                     | <b>0</b>                           |

**F) Resolution 6**

Conversion of 700,000 6% Convertible Preference Shares into Equity Shares.

| Particular                          | Number of members voted | No. of shares of Shares held by them | % of total equity paid up capital |
|-------------------------------------|-------------------------|--------------------------------------|-----------------------------------|
| Total votes polled through e-voting | 4                       | 3753                                 | 0.016                             |
| Polling Paper                       | 45                      | 8314782                              | 53.77                             |
| Less: invalid votes                 | 0                       | 0                                    | 0                                 |
| <b>Net valid votes cast</b>         | <b>49</b>               | <b>8318535</b>                       | <b>53.786</b>                     |





i) Voted in favour of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 3                       | 3153                         | 84.01                              |
| Poll            | 45                      | 8314782                      | 100.00                             |
| Total           | 48                      | 8317935                      |                                    |

ii) Voted against the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 1                       | 600                          | 15.99                              |
| Poll            | 0                       | 0                            | 0                                  |
| Total           | 1                       | 600                          | 15.99                              |

iii) Invalid Votes:

| Type of Voting  | Number of members voted | Number of votes cast by them | % total number of valid votes cast |
|-----------------|-------------------------|------------------------------|------------------------------------|
| Remote E-voting | 0                       | 0                            | 0                                  |
| Poll            | 0                       | 0                            | 0                                  |
| Total           | 0                       | 0                            | 0                                  |

The Register and all other relevant papers relating to Remote e-voting and poll have been handed over to the Company Secretary of the Company for safe keeping.

Thanking You.  
Yours faithfully

for SHEETAL & COMPANY  
COMPANY SECRETARIES



(SHEETAL)  
MEMBERSHIP NO.: 38958  
C.P. NO.: 15204

PLACE: DELHI  
DATE: OCTOBER 01, 2016