

February 23, 2017

<p>DCS-CRD BSE Ltd. First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023</p> <p>Fax No. 2272 3121/ 2037 Stock Code: 500032</p>	<p>National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051</p> <p>Fax No. 2659 8237/ 8238/66418124/5/6/ 66418124/ 5 / 6 Stock Code: BAJAJHIND</p>
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Dear Sir,

Sub.: Submission of details regarding the voting results for Postal Ballot under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We would like to inform that the results of three (3) Special/Ordinary Resolutions proposed to be passed by way of Postal Ballot in terms of the Notice for Passing of Resolution by Postal Ballot dated January 02, 2017 were declared on February 23, 2017. Based on the Scrutinizer's Report dated February 20, 2017 submitted by M/s. Gupta Baul & Associates, Company Secretaries, the three Special/Ordinary Resolutions were **declared as duly passed by the Requisite Majority**.

Details of voting results in the specified format pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

1.	Date of the Notice of Postal Ballot	January 02, 2017		
2.	Record Date for reckoning voting rights	December 31, 2016		
3.	Total number of shareholders on Record Date	143664		
4.	Date of Declaration of Postal Ballot result	February 23, 2017		
5A.	No. of valid postal ballot form received			
		Resolution No.1	Resolution No.2	Resolution No.3
	Promoters and Promoter Group	0	0	0
	Public	528	525	516
5B.	No. of valid e-votes received			
		Resolution No.1	Resolution No.2	Resolution No.3
	Promoters and Promoter Group	21	0*	0*
	Public	127	126	127



6.	Detail of the Agenda	Resolution required	Mode of voting
i)	Special Resolution for approval of sale and transfer of Co-generation power business under Section 180(1)(a) of the Companies Act, 2013 [hereinafter referred to as "RESOLUTION NO. 1 (SPECIAL RESOLUTION)"].	Special	Postal Ballot (physical form & electronic mode)
ii)	Ordinary Resolution for approval of transaction with Lalitpur Power Generation Company Limited, being a related party for sale of Co-generation power business under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "RESOLUTION NO. 2 (ORDINARY RESOLUTION)"].	Ordinary	Postal Ballot (physical form & electronic mode)
iii)	Ordinary Resolution for approval of transaction with Lalitpur Power Generation Company Limited, being a related party to enter into contracts/arrangements for supply of fuel (bagasse and bio gas), purchase of power and steam and shared services in respect of common facilities under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "RESOLUTION NO. 3 (ORDINARY RESOLUTION)"].	Ordinary	Postal Ballot (physical form & electronic mode)

Further the following details of Postal ballot voting results are given below:

RESOLUTION NO.1 (SPECIAL RESOLUTION)

Promoter/ Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes casted (6)= [(4)/(2)]* 100	% of Votes against on votes casted (7)= [(5)/(2)]*100
Promoter and Promoter Group	294930766	294930766	100.00	294930766	0	100.00	0
Public – Institutional holders	552110072	35968849	6.51	35968849	0	100.00	0
Public-Others	286519104	34080113	11.89	33752642	327471	99.04	0.96
Total	1133559942	364979728	32.20	364652257	327471	99.91	0.09



RESOLUTION NO.2 (ORDINARY RESOLUTION)

Promoter/ Public	No. of shares held	No. of votes	% of Votes on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes casted (6)= [(4)/(2)]* 100	% of Votes against on votes casted (7)= [(5)/(2)]* 100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	294930766	0*	0.00	0	0	0.00	0
Public – Institutional holders	552110072	35968849	6.51	35968849	0	100.00	0
Public-Others	286519104	34074683	11.89	33738944	335739	99.01	0.99
Total	1133559942	70043532	6.18	69707793	335739	99.52	0.48

*Promoters and Promoters Group abstained from voting pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLUTION NO.3 (ORDINARY RESOLUTION)

Promoter/ Public	No. of shares held	No. of votes	% of Votes on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes casted (6)= [(4)/(2)]* 100	% of Votes against on votes casted (7)= [(5)/(2)]* 100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	294930766	0*	0.00	0	0	0.00	0
Public – Institutional holders	552110072	35968849	6.51	35968849	0	100.00	0
Public-Others	286519104	34075478	11.89	33743459	332019	99.03	0.97
Total	1133559942	70044327	6.18	69712308	332019	99.53	0.47

*Promoters and Promoters Group abstained from voting pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are also enclosing herewith (i) declaration of results (e-voting and physical) by the Authorised Representative of the Company dated February 23, 2017 and (ii) Scrutinizer's Report on e-voting and physical ballot forms.

We would like to inform that the transactions contemplated in the said Postal Ballot Notice dated January 02, 2017 are *inter alia* subject to approval by Lenders of buyers and sellers, UPPCL and other relevant authorities which are in progress.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours faithfully,

For **Bajaj Hindusthan Sugar Limited**



Kausik Adhikari

Deputy Company Secretary

Encl.: As above.

RESULT OF POSTAL BALLOT

Results of the voting conducted through Postal Ballot on the following three (3) Special/Ordinary Resolutions as circulated to the Shareholders vide Postal Ballot Notice dated January 02, 2017:

RESOLUTION NO. 1 (SPECIAL RESOLUTION)

Special Resolution for approval of sale and transfer of Co-generation power business under Section 180(1)(a) of the Companies Act, 2013

Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to net valid votes
1	Number of valid postal ballot forms received	649	2537773	0.22	--
2	Number of valid votes cast by electronic mode	148	362615077	31.99	--
3	Number of invalid postal ballot forms received	111	171617	0.02	--
4	Number of invalid votes by electronic mode	0	0	0	0
5	Votes in favour of the Resolution including votes cast by electronic mode	623	364652257	32.17	99.91
6	Votes against the Resolution including votes cast by electronic mode	53	327471	0.03	0.09
7	Net valid votes (as per Register)	676*	364979728	32.20	100.00

* 10 members holding 1505 shares have abstained from voting was not included in Net valid votes.

RESOLUTION NO. 2 (ORDINARY RESOLUTION)

Ordinary Resolution for approval of transaction with Lalitpur Power Generation Company Limited, being a related party for sale of Co-generation power business under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to net valid votes
1	Number of valid postal ballot forms received	651	2537773	0.22	--
2	Number of valid votes cast by electronic mode	148	362615077	31.99	--
3	Number of invalid postal ballot forms received	114	175982	0.02	--
4	Number of invalid votes by electronic mode	0	0	0	0



Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to net valid votes
5	Votes in favour of the Resolution including votes cast by electronic mode	595	69707793	6.15	99.52
6	Votes against the Resolution including votes cast by electronic mode	56	335739	0.03	0.48
7	Net valid votes (as per Register)	651*	70043532	6.18	100.00

* 34 members holding 294933336 equity shares (including 21 numbers of shareholders belongs to Promoters and Promoters Group holding 294930766 equity shares abstained from voting pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) have abstained from voting was not included in Net valid votes.

RESOLUTION NO. 3 (ORDINARY RESOLUTION)

Ordinary Resolution for approval of transaction with Lalitpur Power Generation Company Limited, being a related party to enter into contracts/arrangements for supply of fuel (bagasse and bio gas), purchase of power and steam and shared services in respect of common facilities under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to net valid votes
1	Number of valid postal ballot forms received	651	2537773	0.22	--
2	Number of valid votes cast by electronic mode	148	362615077	31.99	--
3	Number of invalid postal ballot forms received	123	175162	0.02	--
4	Number of invalid votes by electronic mode	0	0	0	0
5	Votes in favour of the Resolution including votes cast by electronic mode	589	69712308	6.15	99.53
6	Votes against the Resolution including votes cast by electronic mode	54	332019	0.03	0.47
7	Net valid votes (as per Register)	643*	70044327	6.18	100.00

*33 members holding 294933361 equity shares (including 21 numbers of shareholders belongs to Promoters and Promoters Group holding 294930766 equity shares abstained from voting pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) have abstained from voting was not included in Net valid votes.

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

Place : Mumbai

Date : February 23, 2017


Chairman/Authorised Representative

GUPTA BAUL & ASSOCIATES

COMPANY SECRETARIES

COMBINED SCRUTINIZER'S REPORT

The Chairman

Bajaj Hindusthan Sugar Limited
(Formerly: Bajaj Hindusthan Limited)
Golagokarannath
Lakhimpur-Kheri
District Kheri
Uttar Pradesh - 262802

Dear Sir,

Sub: Passing of Special/Ordinary Resolution by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules thereunder in terms of the Notice dated 2nd January, 2017 for passing three (3) Special/Ordinary Resolutions as set out below:

- i) Special Resolution for approval of Sale and transfer of Co-generation power business under Section 180(1)(a) of the Companies Act, 2013 [hereinafter referred to as "RESOLUTION NO.1 (SPECIAL RESOLUTION)"];
- ii) Ordinary Resolution for transaction with Lalitpur Power Generation Company Limited, being a related party for sale of Co-generation power business under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "RESOLUTION NO.2 (ORDINARY RESOLUTION)"];
- iii) Ordinary Resolution for transaction with Lalitpur Power Generation Company Limited, being a related party to enter into contracts/arrangements for supply of fuel (bagasse and bio gas), purchase of power and steam and shared services in respect of common facilities under Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "RESOLUTION NO.3 (ORDINARY RESOLUTION)"].

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1. The Board of Directors of the Company at its Meeting held on 2nd January, 2017 has appointed me Scrutinizer for conducting the postal ballot voting process for the above purpose.
 2. I submit my report as under:
 - 2.1. The Company has completed on 18th January, 2017 the dispatch of postal ballot forms and PIN MAILERS along with postage prepaid business reply envelopes to its Members, whose name appeared on the Register of Members/list of beneficiaries as on 31st December, 2016.



- 2.2. Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in a register separately maintained for the purpose.
- 2.3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 2.4. The postal ballot boxes were opened on 18th February, 2017 in my presence.
- 2.5. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 31st December, 2016.
- 2.6. All postal ballot forms received up to the close of working hours i.e. 6.00 p.m. on Friday, 17th February, 2017, the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
- 2.7. Envelopes containing postal ballot forms received on or after 6.00 p.m. of 17th February, 2017 were not considered for my scrutiny. I have directed the Company to keep them separately, unopened.
- 2.8. Envelopes containing postal ballot forms returned undelivered aggregated to 3164 vide Serial Number 1 to 3164. These envelopes were also not opened and they are separately kept.
- 2.9. I did not find any defaced or mutilated ballot paper. All extraneous papers found in the envelopes received back were not considered.
- 2.10. I have received a complete record of votes cast by electronic mode from Central Depository Services India Limited, the Agency for providing and supervising electronic platform upto 17th February, 2017.

I have also received a statement dated 18th February, 2017 from M/s Link Intime India Pvt. Limited, Mumbai, the Registrar & Share Transfer Agents of the Company on aggregate of summary of physical and voting by electronic means.

Total Paid up Equity Share Capital of the Company as on date is 1133559942 Equity Shares of Re.1 each fully paid.



3.1 RESOLUTION NO.1 (SPECIAL RESOLUTION)

THE AGGREGATE OF SUMMARY OF RESULTS OF PHYSICAL VOTING AND VOTING BY ELECTRONIC MEANS IS AS UNDER:

Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	797	365152850	32.21	--
B	Less: Invalid Votes (as per Register)	111	171617	0.02	--
C	Net valid Votes (as per Register)	676*	364979728	32.20	--
D	Votes with Assent for the Resolution	623	364652257	32.17	99.91
E	Votes with Dissent for the Resolution	53	327471	0.03	0.09

* 10 members holding 1505 shares have abstained from voting was not included in Net valid votes.

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

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Postal Ballot Forms received	649	2537773	0.22	--
B	Less: Invalid Postal Ballot Forms (as per Register)	111	171617	0.02	--
C	Net valid Postal Ballot Forms (as per Register)	528*	2364651	0.21	--
D	Postal Ballot Forms with Assent for the Resolution	496	2299847	0.20	97.26
E	Postal Ballot Forms with Dissent for the Resolution	32	64804	0.01	2.74

* 10 members holding 1505 shares have abstained from voting was not included in Net valid votes.

(II) SUMMARY OF THE VOTING BY ELECTRONIC MEANS, AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:

Sr. No.	Particulars	No. of shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total votes cast by electronic mode	148	362615077	31.99	--
B	Less: Invalidated votes (as per Register)	0	0		--
C	Net valid votes (as per Register)	148	362615077	31.99	--
D	Votes with Assent for the Resolution	127	362352410	31.97	99.93
E	Votes with Dissent for the Resolution	21	262667	0.02	0.07



3.2 RESOLUTION NO. 2 (ORDINARY RESOLUTION)

THE AGGREGATE OF SUMMARY OF RESULTS OF PHYSICAL VOTING AND VOTING BY ELECTRONIC MEANS IS AS UNDER:

Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	799	365152850	32.21	--
B	Less: Invalid Votes (as per Register)	114	175982	0.02	--
C	Net valid Votes (as per Register)	651*	70043532	6.18	--
D	Votes with Assent for the Resolution	595	69707793	6.15	99.52
E	Votes with Dissent for the Resolution	56	335739	0.03	0.48

* 34 members holding 294933336 shares have abstained from voting was not included in Net valid votes.

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

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Postal Ballot Forms received	651	2537773	0.22	--
B	Less: Invalid Postal Ballot Forms (as per Register)	114	175982	0.02	--
C	Net valid Postal Ballot Forms (as per Register)	525*	2359241	0.21	--
D	Postal Ballot Forms with Assent for the Resolution	492	2293707	0.20	97.22
E	Postal Ballot Forms with Dissent for the Resolution	33	65534	0.01	2.78

* 12 members holding 2550 shares have abstained from voting was not included in Net valid votes.

(II) SUMMARY OF THE VOTING BY ELECTRONIC MEANS, AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:

Sr. No.	Particulars	No. of shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total votes cast by electronic mode	148	362615077	31.99	--
B	Less: Invalidated votes (as per Register)	0	0	--	--
C	Net valid votes (as per Register)	126*	67684291	5.97	--
D	Votes with Assent for the Resolution	103	67414086	5.95	99.60
E	Votes with Dissent for the Resolution	23	270205	0.02	0.40

* 22 members holding 294930786 shares have abstained from voting was not included in Net valid votes.



3.3 RESOLUTION NO. 3 (ORDINARY RESOLUTION)

THE AGGREGATE OF SUMMARY OF RESULTS OF PHYSICAL VOTING AND VOTING BY ELECTRONIC MEANS IS AS UNDER:

Sr. No.	Particulars	No. of Forms (in case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	799	365152850	32.21	--
B	Less: Invalid Votes (as per Register)	123	175162	0.02	--
C	Net valid Votes (as per Register)	643*	70044327	6.18	--
D	Votes with Assent for the Resolution	589	69712308	6.15	99.53
E	Votes with Dissent for the Resolution	54	332019	0.03	0.47

* 33 members holding 294933361 shares have abstained from voting was not included in Net valid votes.

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

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Postal Ballot Forms received	651	2537773	0.22	--
B	Less: Invalid Postal Ballot Forms (as per Register)	123	175162	0.02	--
C	Net valid Postal Ballot Forms (as per Register)	516*	2360016	0.21	--
D	Postal Ballot Forms with Assent for the Resolution	484	2293577	0.20	97.18
E	Postal Ballot Forms with Dissent for the Resolution	32	66439	0.01	2.82

* 12 members holding 2595 shares have abstained from voting was not included in Net valid votes.

(II) SUMMARY OF THE VOTING BY ELECTRONIC MEANS, AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:

Sr. No.	Particulars	No. of shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total votes cast by electronic mode	148	362615077	31.99	--
B	Less: Invalidated votes (as per Register)	0	0	--	--
C	Net valid votes (as per Register)	127*	67684311	5.97	--
D	Votes with Assent for the Resolution	105	67418731	5.95	99.61
E	Votes with Dissent for the Resolution	22	265580	0.02	0.39

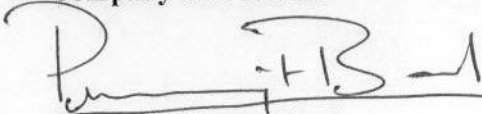
* 21 members holding 294930766 shares have abstained from voting was not included in Net valid votes.



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

Thanking you,

For GUPTA BAUL & ASSOCIATES
Company Secretaries



Prasanjit Kumar Baul
Partner



Place : Mumbai

Date : 20th February, 2017