

SCRUTINIZER'S REPORT

(Voting through Remote E-Voting and Ballot Form)

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

To,

The Chairman of Eighty Third Annual General Meeting of the Equity shareholders of **UPPER GANGES SUGAR AND INDUSTRIES LIMITED**, held on Saturday, the 12th day of September, 2015 at the Registered Office of the Company at the Meeting Hall of Upper Ganges Sugar & Industries Limited, P.O. Seohara, Dist. – Bijnor, Uttar Pradesh, Pin – 246 746.

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Upper Ganges Sugar and Industries Limited** (the Company) for the purpose of Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and Ballot Form and for the resolutions proposed in the Notice of Eighty Third Annual General Meeting of the equity shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through remote e-voting and Ballot Form at the venue of AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the 83rd AGM of the shareholders of the Company, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facilities for voting through electronic means and votes casted through ballot forms at the venue of Annual General Meeting in respect of the resolutions considered at the Eighty Third Annual General Meeting of the shareholders of the Company.

Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

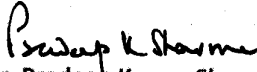
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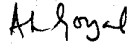


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3. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the remote e-voting facility was kept open from **Wednesday, 9th September 2015 at 9.00 A.M., to Friday, 11th September, 2015 at 5 P.M.** and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on e-voting platform provided by NSDL.
4. The member of the Company as on "cut off" date (record date) i.e. **5th September 2015** were entitled to vote on the resolutions. (Item No. 1 to 4 as set out in the notice of 83rd AGM of the Company).
5. At the end of the voting period on Thursday, **September 11, 2015 at 5.00 P.M. IST**, the voting portal of the service provider was blocked forthwith.
6. The votes cast were unblocked on 12.09.2015 in the presence of two witnesses Mr. Pradeep Kumar Sharma and Mr. Asit Kumar Goyal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Mr. Pradeep Kumar Sharma


Mr. Asit Kumar Goyal

7. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of National Securities Depository Limited (NSDL), and based on such reports,

The brief analysis of the results of the voting through Remote e-voting and Ballot Form are as under:

Item No. 1 - Ordinary Resolution :

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	37	7495523	34	8084	71	7503607	99.99 (approx.)
Dissent	1	25	0	0	1	25	0.01 (approx.)
Total	38	7495548	34	8084	72	7503632	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 2 - Ordinary Resolution:

Re-appointment of Director in place of Mr. Chandra Shekhar Nopany (DIN-00014587), who retires by rotation and is eligible for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	29	6628908	34	8084	63	6636992	99.96 (approx.)
Dissent	4	2340	0	0	4	2340	0.04 (approx.)
Total	33	6631248	34	8084	67	6639332	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 3 - Ordinary Resolution :

Appointment of Statutory Auditors and fixing of their remuneration

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	37	7495523	34	8084	71	7503607	99.99 (approx.)
Dissent	1	25	0	0	1	25	0.01 (approx.)
Total	38	7495548	34	8084	72	7503632	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 4 - Ordinary Resolution:

Ratification of the Remuneration of Cost Auditors of the Company for Financial year 2015-16

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	36	7495520	34	8084	70	7503604	99.99 (approx.)
Dissent	1	25	0	0	1	25	0.01 (approx.)
Total	37	7495545	34	8084	71	7503629	100
Abstain / Invalid	0	0	0	0	0	0	-

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Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting through ballot form and remote e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,
Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551



Place: *Serhara*
Date: *12/9/2015*

Bal Kishore Malpani
Countersigned by: *12/9/2015*

MR. BAL KISHORE MALPANI
WTOLETIME DIRECTOR

Our Office :
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