

Scrutinizer's Report

[Pursuant to rule Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 82nd Annual General Meeting of the members of, UPPER GANGES SUGAR & INDUSTRIES LIMITED (the Company) held on 18th September, 2014 at the Registered Office of the Company at Sugar Mills Complex, P.O. Seohara, District Bijnor(U.P.), Pin-246 746.

Dear Sir,

I, Mohan Ram Goenka, Company Secretary in Practice and Partner at M R & Associates, have been Appointed by the Board of Directors of UPPER GANGES SUGAR & INDUSTRIES LIMITED (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the 82nd Annual General Meeting (AGM) of the members of the Company, to be held on 18th September, 2014 at the Registered Office of the Company at Sugar Mills Complex, P.O. Seohara, District Bijnor(U.P.), Pin-246 746.

1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 82nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my Report as under:
 - (I) The e-voting period remained open from **10th September, 2014 (10:00 A.M.) (IST) to 12th September, 2014 (5:00 P.M.) (IST)**
 - (II) The member of the Company as on "**cut off**" date i.e. **08.08.2014** were entitled to vote on the resolutions. (Item No. 1 to 17 as set out in the notice of 82nd AGM of the Company.)

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Phone No : 2237 9517

(III) The votes cast were unblocked on 13.09.2014 after completion of e-voting process in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sneha Khaitan

Ms. Sneha Khaitan

Smita Mondal

Ms.Smita Mondal

(iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com and based on such report generated, the results of the e-voting is as under:

Item No. 1:-

Ordinary Resolution; To consider and adopt the Balance Sheet, Statement of Profit and Loss Account, Reports of the Board of Directors and Auditors for the financial year ended 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 2:-

Ordinary Resolution; To appoint a Director in place of Mrs. Nandini Nopany (DIN 00051362), who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
32	6588985	99.9722 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0278 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

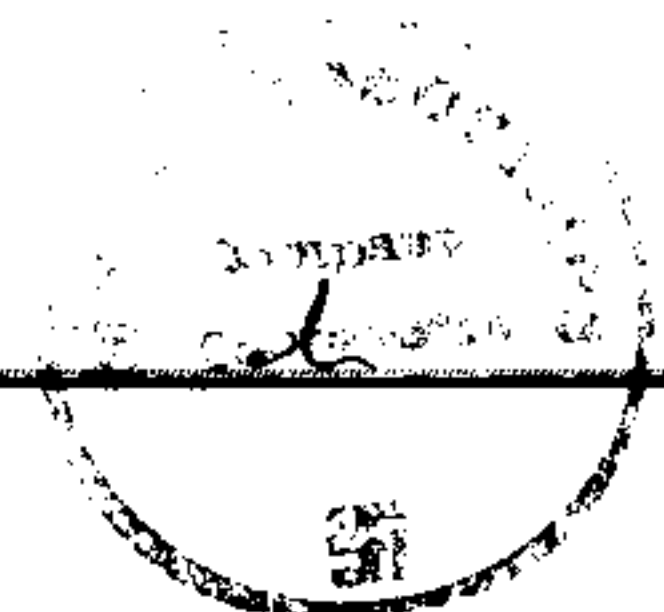
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Item No. 3 :-

Ordinary Resolution; To reappoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Kolkata, as the Auditors of the Company

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 4 :-

Ordinary Resolution; To appoint Mr. Padam Kumar Khaitan (DIN 00019700) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 5 :-

Ordinary Resolution; To appoint Mr. Ishwari Prosad Singh Roy (DIN 00217532) as an Independent Director.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

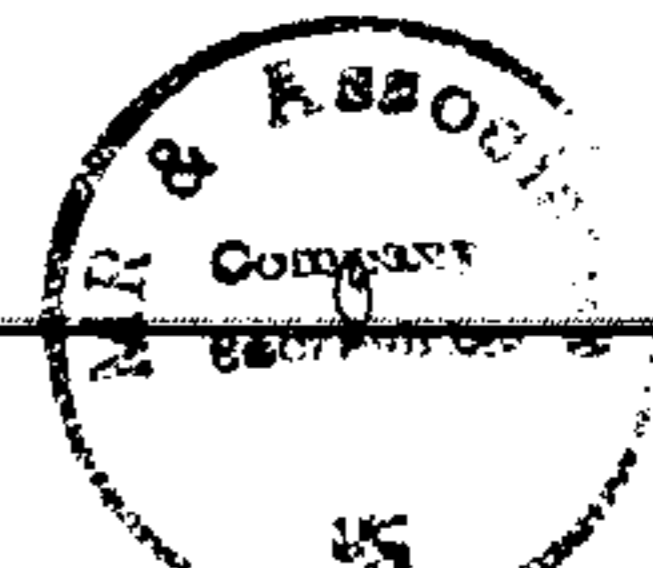
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Item No. 6 :-

Ordinary Resolution; To appoint Mr. Pradeep Kumar Singhi (DIN 00067296) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

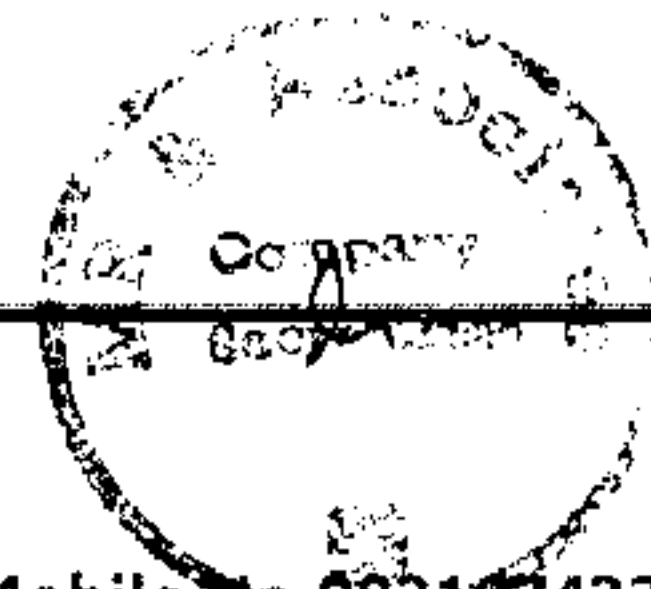
(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 7 :-

Ordinary Resolution; To appoint Mr. Gaurav Swarup (DIN 00374298) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

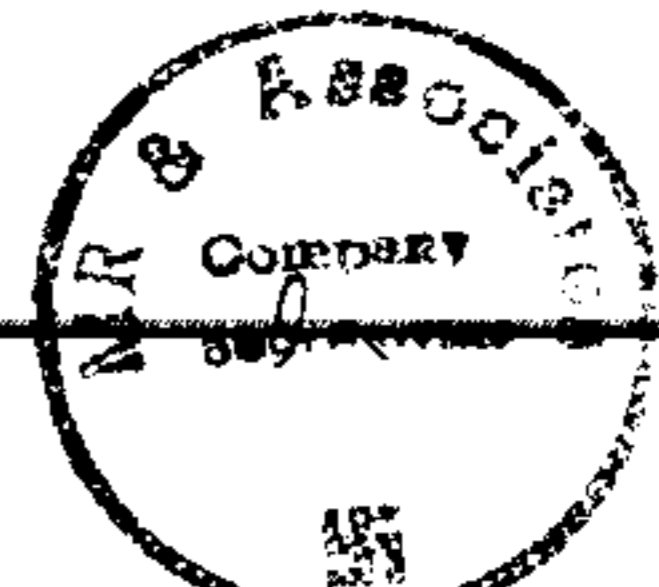
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Item No. 8 :-

Ordinary Resolution; To Appoint Mr. Sunil Kanoria (DIN 00421564) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

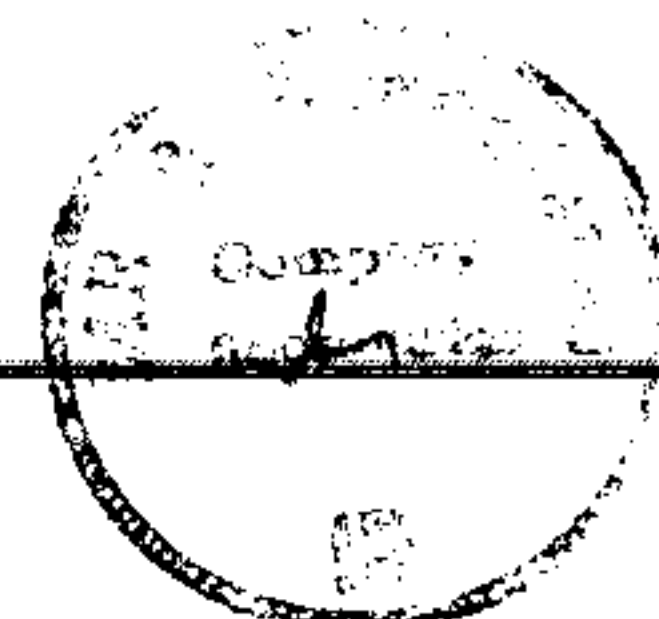
(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 9 :-

Ordinary Resolution; To Ratify the remuneration to be paid to Mr. Somnath Mukherjee, Cost Accountant, Cost Auditor of the Company

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
35	7438775	99.9754(approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246(approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 10 :-

Ordinary Resolution; To authorise the Board to contribute to bonafide and charitable funds upto an amount not exceeding Rs.50 lacs under Section 181 of the Companies Act, 2013

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
34	7436775	99.9485 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
5	3831	0.0515(approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 11 :-

Special Resolution; To increase in the Authorised Share Capital and amend the Memorandum of Association of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
35	7438775	99.9754 (approx.)

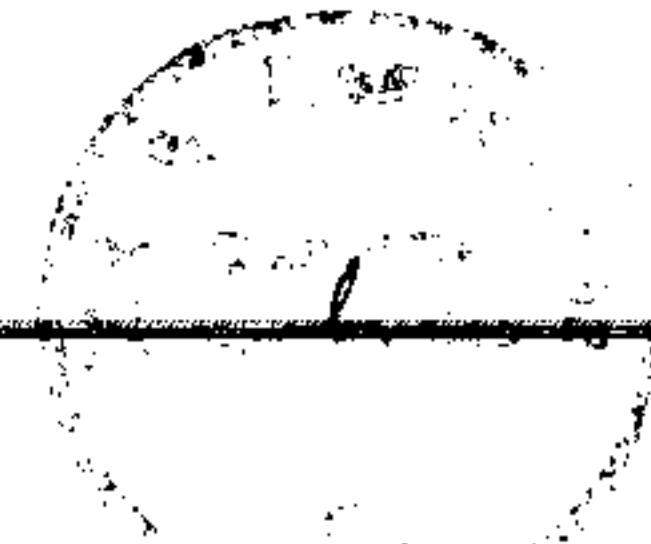
(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 12 :-

Special Resolution; To amend the Articles of Association of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
35	7438775	99.9754 (approx.)


(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 13 :-

Special Resolution; To appoint Mr. Bal Kishore Malpani as the Whole-time Director of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

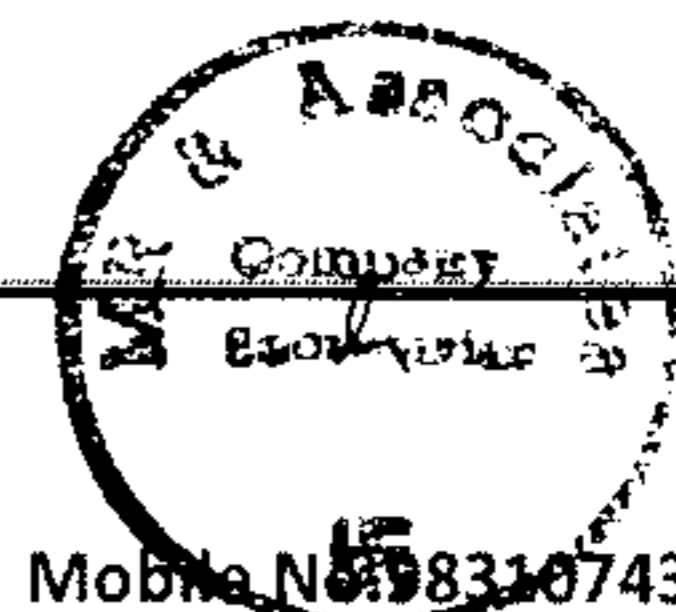
(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 14 :-

Special Resolution; Authority to Board to borrow monies pursuant to Section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

(ii) Voted against the Resolution:


Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 15 :-

Special Resolution; Authority to create charge etc. on Companys properties under Section 180(1)(a) of the Companies Act, 2013

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
36	7439675	99.9754 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0246 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

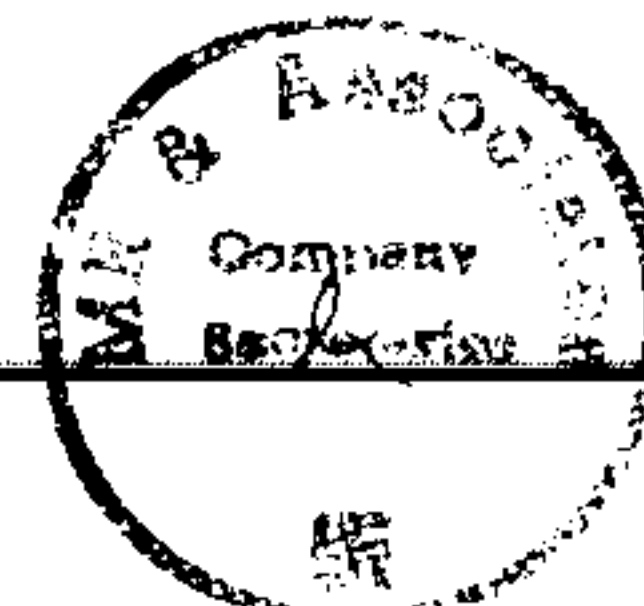
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Item No. 16:-

Special Resolution; Authority to Board to enter into related party transactions under Section 188 of the Companies Act, 2013

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
31	6570423	99.9721 (approx.)

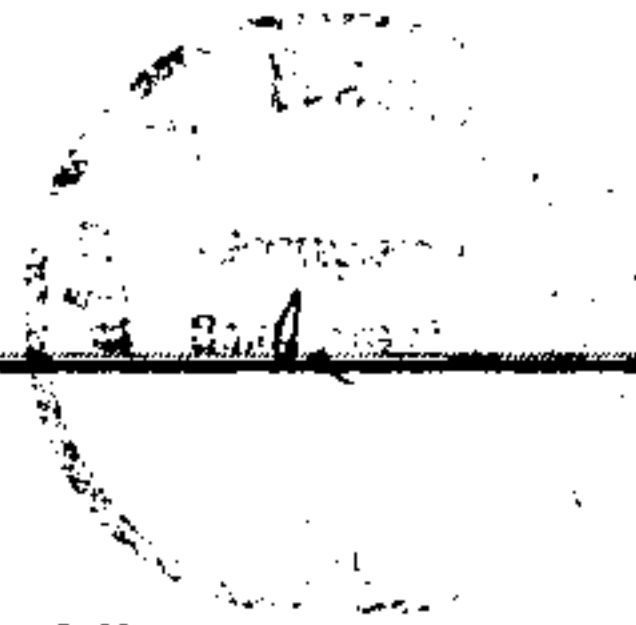
(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
4	1831	0.0279 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 17:-

Special Resolution; Authority to Board for Private Placement of Preference Shares

(iv) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
35	7437675	99.9485 (approx.)

(v) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
5	3831	0.0515 (approx.)

(vi) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Thanking You,

Yours Faithfully,



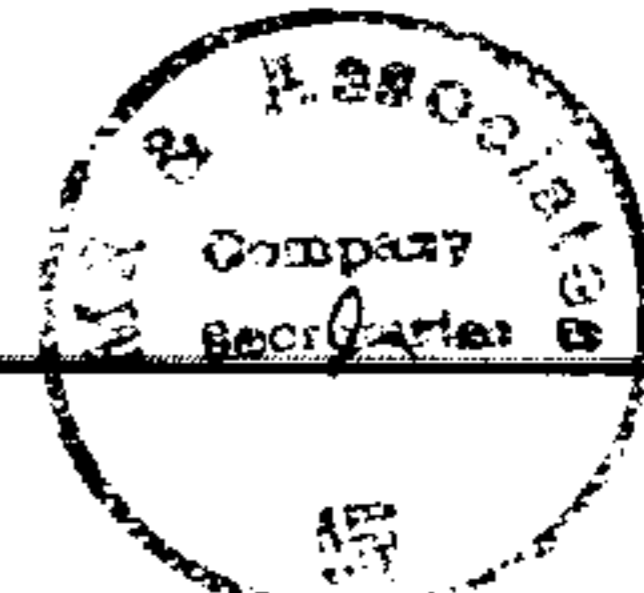
Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata

Date: 15th September, 2014

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