

SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT OF EQUITY SHAREHOLDERS OF UPPER GANGES SUGAR & INDUSTRIES LIMITED

(Voting through E-Voting and Postal Ballot)

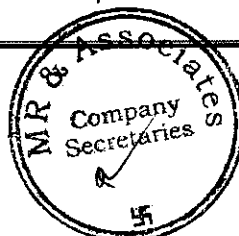
[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 issued by the Securities and Exchange Board of India]

To,
The Chairman / Director
Upper Ganges Sugar & Industries Limited
P.O. Seohara, District Binjor,
Uttar Pradesh – 246746.

Dear Sir,

1. I, Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata, have been appointed as a Scrutinizer by the Board of Directors of **Upper Ganges Sugar & Industries Limited** (the Company) to scrutinize the e-voting and postal ballot process for approval of the Composite Scheme of Arrangement between The Oudh Sugar Mills Limited ('Oudh Sugar'), Upper Ganges Sugar & Industries Limited ('Upper Ganges'), Palash Securities Limited ('Palash Securities'), Allahabad Canning Limited ('Allahabad Canning'), Ganges Securities Limited ('Ganges Securities'), Cinnatollah Tea Limited ('Cinnatollah Tea'), Vaishali Sugar & Energy Limited ('Vaishali Sugar'), Magadh Sugar & Energy Limited ('Magadh Sugar') and Avadh Sugar & Energy Limited ('Avadh Sugar') and their respective Shareholders and Creditors by public shareholders in accordance with the Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 issued by the Securities and Exchange Board of India ('SEBI').
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 electronic means and Postal Ballot on the resolutions proposed in the Notice of the Company. My responsibility as a Scrutinizer for the process of voting process (by e-voting and Postal Ballot) 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 resolutions proposed in the Notice 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 cast through postal ballot in respect of the resolutions as set out in the notice of the Company.
3. In terms of the aforesaid Notice and as prescribed in the aforesaid rules,
 - i. the e-voting period commenced on Thursday, 16th June, 2016 at 9:00 a.m. IST and ended on Friday, 15th July, 2016 at 5:00 P.M. IST 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.
 - ii. the period for casting vote through postal Ballot commenced on June 16, 2016 and was kept open till 5 P.M. on July 15, 2016 and members were requested to cast their votes through postal ballot conveying their assent or dissent in respect of the resolutions.

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Phone No : 2237 9517

4. The members of the Company as on the "cut off" date i.e. **June 10, 2016** were entitled to vote on the resolutions as set out in the notice of the Company.
5. At the end of the voting period on **July 15, 2016**, the e-voting module of the service provider was blocked / disabled forthwith.
6. The percentage of votes in favour and against is calculated on the total number of valid votes cast.
7. After the conclusion of the voting cast through e-voting at the NSDL Portal was unblocked and furthermore votes cast through postal ballot received upto July 15, 2016 were also considered. Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 issued by the Securities and Exchange Board of India, the resolution is passed with requisite majority of public shareholders as under.

Summary of the votes casted through Physical Postal Ballot Form is as follows:

		RESOLUTION
1.	Total No. of Postal Ballot Forms Received	60
2.	Total No. of Invalid Postal Ballot Forms	12
3.	Total No. of Valid Postal Ballot Forms	48
4.	Total No. of Valid Postal Ballot Forms in Favour of the Resolution	45
5.	Total No. of Valid Postal Ballot Forms Against the Resolution	3
6.	Total No. of Votes/Shares casted	17231
7.	Total No. of Votes/Shares in favour of the Resolution	16944
8.	Total No. of Votes/Shares against the Resolution	287

Summary of the votes casted through Electronic Voting Facility is as follows:

Particulars		RESOLUTION
1.	Total No. of Shareholders casted votes through electronic system	49
2.	Total No. of shareholders whose votes were invalid	0
3.	Total No. of shareholders whose votes were Valid	49
4.	Total No. of shareholders voted in favour of the resolution	45
5.	Total No. of shareholders voted against the resolution	4
6.	Total No. of Valid Votes	1130212
7.	Total No. of votes/ shares casted in favour of the resolution	1129501
8.	Total No. of votes/ shares casted against the resolution	711

Details of Agenda	Approval of arrangement embodied in the Composite Scheme of Arrangement between The Oudh Sugar Mills Limited ('Oudh Sugar or 'Applicant Company No. 2'), Upper Ganges Sugar & Industries Limited ('Upper Ganges' or 'Applicant
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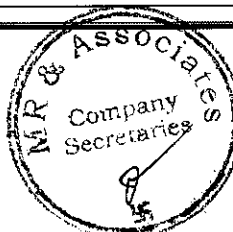
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MR & Associates

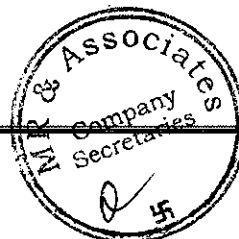
Company Secretaries

	Company No. 1'), Palash Securities Limited ('Palash Securities' or 'Applicant Company No. 3'), Allahabad Canning Limited ('Allahabad Canning' or 'Applicant Company No. 4'), Ganges Securities Limited ('Ganges Securities' or 'Applicant Company No. 5'), Cinnatollah Tea Limited ('Cinnatollah Tea' or 'Applicant Company No. 6'), Vaishali Sugar & Energy Limited ('Vaishali Sugar' or 'Applicant Company No. 7'), Magadh Sugar & Energy Limited ('Magadh Sugar' or 'Applicant Company No. 8') and Avadh Sugar & Energy Limited ('Avadh Sugar' or 'Applicant Company No. 9') and their respective Shareholders and Creditors.
Resolution Required	Majority of Public Shareholders of the Company
Whether Promoter/Promoter group are interested in the agenda or resolution ?	None of the Promoters/Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective shareholdings in the Company

RESULTS :

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6514304	0	0	0	0	0	0
	Voting not applicable as per SEBI Circulars							
Public - Institutions	E-Voting		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	397530	0	0	0	0	0	0
Public - Non Institutions	E-Voting		1130312		1129501	711	99.94	0.06
	Postal Ballot		17231		16944	287	98.33	1.67
	Total	4645405	1147443		1146445	998	99.91	0.09
	Total		11557239	1147443		1146445	998	99.91

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



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MR & Associates

Company Secretaries

All the relevant records relating to the voting through postal ballot and e-voting are under my safe custody and will be handed over to the Chairman/Director of the Company for preserving safely after he Chairman/Director considers and approves the same.

Thanking You,
Yours Faithfully,



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



Place:

Date:


Countersigned by:

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Format of Voting Results

Date of the Postal Ballot/E-voting

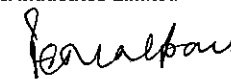
16th June, 2016 to 15th July, 2016

Total number of Equity Shareholders as on cut off date i.e. 10th June, 2016	6280
No. of shareholders present in the meeting either in person or through proxy:	
a) Promoters & Promoter Group	NA
b) Public	NA
No. of shareholders attended the meeting through Video Conferencing	
a) Promoters & Promoter Group	NA
b) Public	NA

AGENDA-WISE

RESOLUTION NO 1 (Ordinary Resolution)		Approval of the Composite Scheme of Arrangement						
Category	Mode of Voting	No of Equity Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes -in favour	No of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	6514304	0	0.00	0	0	0	0
Public - Institutional Shareholders	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	397530	0	0.00	0	0	0	0
Public - Non Institutions	E-Voting		1130312	24.33	1129501	711	99.94	0.06
	Poll							
	Postal Ballot (if applicable)		17231	0.37	16944	287	98.33	1.67
	Total	4645405	1147543	24.70	1146445	998	99.91	0.09
Total		11557239	1147543	9.93	1129501	998	99.91	0.09

For Upper Ganges Sugar & Industries Limited



Director