

**CONSOLIDATED SCRUTINIZER'S REPORT
OF
THE UNITED PROVINCES SUGAR COMPANY
LIMITED
94TH ANNUAL GENERAL MEETING
HELD ON 22ND SEPTEMBER, 2017
AT 2.00 P.M.**

SCRUTINIZER:

BABU LAL PATNI, PRACTISING COMPANY SECRETARY

51, NALINI SETT ROAD

5TH FLOOR, ROOM NO-19

KOLKATA-700007

BABU LAL PATNI
COMPANY SECRETARY

51, NALINI SETT ROAD
5TH FLOOR, ROOM NO. 19
KOLKATA - 700 007
TEL NO: 2259-7715/6
Email id:patnibl@yahoo.com

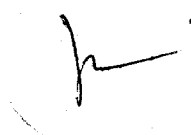
CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman
94th Annual General Meeting of the Members of THE UNITED PROVINCES SUGAR
COMPANY LIMITED
Held on: 22nd day of September, 2017 at 2.00 P.M
At: Chartered Bank Building, 1st Floor, 4, Netaji Subhash Road, Kolkata 700 001

Dear Sir,

1. I, **Babu Lal Patni**, a Company Secretary in Practice, having FCS No: 2304 & COP No: 1321, have been appointed as a Scrutinizer by the Board of Directors **THE UNITED PROVINCES SUGAR COMPANY LIMITED**(the Company) at their Board Meeting held on 7th August, 2017 for the purpose of scrutinizing the e-voting process(remote e-voting) and voting by use of ballot at the venue of 94th Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) on the Resolutions contained in the Notice to the AGM of the Equity Shareholders of the Company, held on 22nd September, 2017 at Chartered Bank Building, 1st Floor, 4, Netaji Subhash Road, Kolkata 700 001.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by using ballot by the shareholders at the AGM for the Resolutions contained in the Notice to the 94th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and voting by using ballot at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions as stated above, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting) and report of voting by use of ballot at the AGM.
3. The voting period for remote e-voting commenced on Tuesday, 19th September, 2017 (9.00 a.m. IST) and ends on Thursday, 21st September, 2017 (5.00 p.m. IST)and the NSDL e- voting platform was blocked thereafter.



4. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
5. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.
6. I have scrutinized and reviewed the remote e-voting and the votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.
7. I submit herewith my Consolidated Scrutinizer's Report & relevant details on the results of voting through electronic means (i.e. by remote e-voting) and voting by using ballots at the AGM as under.

Item No 1: ORDINARY RESOLUTION


To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2017 including the Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL

Item No 2: ORDINARY RESOLUTION

To appoint a Director in place of Shri Sidharth Prasad (Director Identification Number (DIN: 00074194), a Director retiring by rotation.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL



Item No 3: ORDINARY RESOLUTION

To appoint M/s. Bansi S. Mehta & Company, Chartered Accountants as Auditors of the Company.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL

Item No 4: SPECIAL RESOLUTION

To alter the Objects Clause of the Memorandum of Association of the Company.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL

Item No 5: SPECIAL RESOLUTION

To alter the Liability Clause of the Memorandum of Association of the Company.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL



Item No 6: SPECIAL RESOLUTION

To adopt a new set of Articles of Association of the Company.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL

Item No 7: ORDINARY RESOLUTION

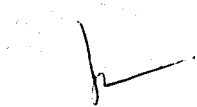
Reappointment of Shri Arvind K. Kanoria as Managing Director.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL

Item No 8: ORDINARY RESOLUTION

To approve remuneration payable to Cost Auditors.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL



Item No 9: ORDINARY RESOLUTION

To approve appointment of Smt. Santosh Devi Panchbhai as an officer.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL

Item No 10: ORDINARY RESOLUTION

To approve appointment of Shri Vijay Panchbhai as Marketing Executive.

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
2454490	100	0	NIL	NIL

8. The electronic data and all other relevant records relating to the voting is under my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the Minutes of the 94th AGM.

Place: Kolkata

Signature:

Babu Patni
22.9.17

Dated: 22nd September, 2017

Name of the Company: BABU LAL PATNI

Secretary in Practice

FCS No : 2304

C.P.No : 1321

Countersigned by:

For The United Provinces Sugar Company Limited



Chairman

