

September 15, 2017

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

Sub.: Proceedings of 85th Annual General Meeting of the Company held on September 15, 2017

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached proceedings of 85th Annual General Meeting of the Company held on September 15, 2017.

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

Gist of the proceedings of the 85th Annual General Meeting of Bajaj Hindusthan Sugar Limited held on September 15, 2017

The 85th Annual General Meeting (the "Meeting") of the Members of the Company was held on September 15, 2017 at 11:00 A.M. at the Conference Hall, General Office, Bajaj Hindusthan Sugar Limited, Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802 and the meeting concluded at 12.00 Noon.

Since Mr. Kushagra Bajaj, Chairman, could not attend the meeting, Mr. D.K. Shukla, Director was unanimously elected as Chairman and chaired the proceedings of the meeting.

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman addressed the Members. The Chairman read the Chairman's Speech circulated to the members as a part of the Annual Report.

Mr. Ashok Kumar Gupta, Director (Group Operations) gave an overview of the financial performance of the Company for the financial year ended March 31, 2017 and its future outlook. The Chairman of the meeting invited the shareholders to raise their queries, if any, on the account for the year 2016-17. No one raised any query.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended remote e-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote e-voting commenced at 9:00 A.M. on September 11, 2017 and ended at 5:00 P.M. on September 14, 2017.

The Chairman also informed the Members that the facility for voting through ballot is made available during the Meeting for Members who have not able to cast their vote through remote e-voting.

The Chairman further informed that the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency for providing e-voting facility and have appointed M/s. Gupta Baul & Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and Mr. Avinash Chaturvedi, Advocate, as Scrutinizer to conduct the Poll process at the AGM Hall.

Thereafter, all the 7 (seven) resolutions required to be passed were proposed and seconded. Thereafter, the Chairman ordered a Poll to be taken at the meeting and requested Mr. Avinash Chaturvedi, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's report shall be placed on Company's website and the website of CDSL.

The following items of business as set out in the Notice convening the 85th Annual General Meeting were commended for Members' consideration and approval:



ORDINARY BUSINESS:

1. Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended as at March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon for the said year (**Ordinary Resolution**).
2. Re-appointment of Mr. Ashok Kumar Gupta (DIN: 02608184) as Director, who retires by rotation and being eligible offers himself for re-appointment (**Ordinary Resolution**).
3. Ratification of appointment of Messers Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W) as the Statutory Auditors of the Company to hold office from the conclusion of this (85th) Annual General Meeting until the conclusion of the next (86th) Annual General Meeting of the Company and fix their remuneration (**Ordinary Resolution**).

SPECIAL BUSINESS:

4. Appointment of Ms. Shalu Bhandari (DIN:00012556), as an Independent Director of the Company to hold office upto September 16, 2021(**Ordinary Resolution**).
5. Appointment of Mr. Mukeshkumar S. Dave (DIN:07708691) as Nominee Director of the Company, liable to retire by rotation (**Ordinary Resolution**).
6. Re-appointment of Mr. Ashok Kumar Gupta (DIN:02608184) as Whole-time Director designated as Director (Group Operations) for a further period of five (5) years w.e.f. October 01, 2017 and fixing remuneration (**Special Resolution**).
7. Ratification of the remuneration payable to cost auditors for the year 2017-2018 (**Ordinary Resolution**).

FOR BAJAJ HINDUSTHAN SUGAR LIMITED



KAUSIK ADHIKARI
DEPUTY COMPANY SECRETARY



Note: This is not the minutes of the proceedings of the Annual General Meeting of the Company.