

SIMMI JAIN

B.Com(Hons.), I.L.B. FCA

SCRUTINIZER'S REPORT

To,
The Board of Directors,
SBEC Sugar Limited
Vill- LoyanMalakpur, Teh-Baraut
Uttarpradesh-250611

Dear Sir(s),

1. The Board of Directors of the Company at its meeting held on 07thApril, 2015 has appointed me as the Scrutinizer for conducting the postal ballot voting process and E-voting process for the approval of the following resolution:

1.1 Special Resolution pursuant to Clause 49 of the Listing Agreement read with Section 188 of the Companies Act, 2013 for entering into transactions with Related Parties.

1.2 Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for creation of charge on the moveable and immovable properties of the Company, both present and future, in respect of borrowings shall not, at any time exceed Rs. 500 Crore (Rupees Five hundred Crore only).

1.3 Special Resolution u/s 186 of the Companies Act, 2013 for making Inter-corporate Loans and Investments by the Company.

2. I submit my report as under:

2.1 The Company has completed on 20thApril, 2015 the dispatch of Postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Registers of Members / Record of Depositories as on 10thApril, 2015.

2.2 The e-voting commenced from 22thApril, 2015 (09:00 AM) and ended on 21stMay, 2015 at (05:00 PM.)

2.3 Particulars of all Postal Ballot forms received from the members have been entered in a register separately maintained for the purpose.

2.4 I have downloaded the data of e-voting after the E-voting module was disabled by the Central Depository Services India Limited (CDSL) on 21stMay, 2015 at 05:00 PM.

Simmi Jain

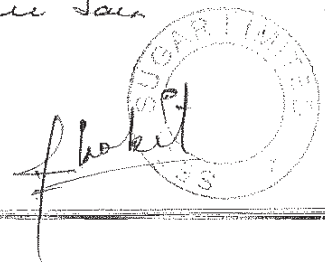


- 2.5 The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot forms.
- 2.6 The Ballot boxes were opened on 21st May, 2015 at 06:00 PM in presence of two (2) witnesses not in the employment of the Company.
- 2.7 The Postal Ballot forms were duly opened and scrutinized in my presence and the shareholding was matched/ confirmed with the Registers of Members of the Company/ Record of Depositories as on 10th April, 2015.
- 2.8 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
- 2.9 All Postal Ballot forms received on 21st May, 2015 up to 05:00 PM, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.10 Envelopes containing Postal Ballot forms received after 05:00 PM on 21st May, 2015 were not considered for my scrutiny.
- 2.11 20 (Twenty) Envelopes containing Postal Ballot forms returned undelivered upto the date of this report.
- 2.12 I did not find any defaced or mutilated ballot paper.
3. A details of Postal Ballot forms received is given below:-

ITEM NO. 1:- SPECIAL RESOLUTION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT READ WITH SECTION 188 OF THE COMPANIES ACT, 2013

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	11	5549383	78.90
	2. Total E-voting options received.	12	1484282	21.10
	Total (1+2)	23	7033665	100.00
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	11	5549383	78.90

Suresh Jain

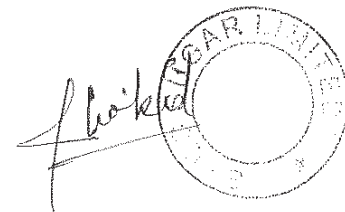


	2. Net E-voting options.	12	1484282	21.10
	Total (1+2)	23	7033665	100.00
(d)	1. Postal Ballot forms with assent for the resolution.	11	5549383	78.90
	2. E-voting options with assent for the resolution.	12	1484282	21.10
	Total (1+2)	23	7033665	100.00
(e)	1. Postal Ballot forms with dissent for the resolution.	Nil	Nil	Nil
	2. E-voting options with dissent for the resolution.	Nil	Nil	Nil
	Total (1+2)	Nil	Nil	Nil

ITEM NO. 2:- SPECIAL RESOLUTION UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	11	19835254	59.91
	2. Total E-voting options received.	12	13271350	40.09
	Total (1+2)	23	33106604	100.00
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	11	19835254	59.91
	2. Net E-voting options.	12	13271350	40.09
	Total (1+2)	23	33106604	100.00
(d)	1. Postal Ballot forms with assent for the resolution.	11	19835254	59.91
	2. E-voting options with assent for the resolution.	12	13271350	40.09
	Total (1+2)		33106604	100.00
(e)	1. Postal Ballot forms with dissent for the resolution.	Nil	Nil	Nil
	2. E-voting options with			

Suresh Jain



	dissent for the resolution.	Nil	Nil	Nil
	Total (1+2)	Nil	Nil	Nil

ITEM NO. 3:- SPECIAL RESOLUTION UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR MAKING OF INTER-CORPORATE LOANS AND INVESTMENTS BY THE COMPANY.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	11	19835254	59.91
	2. Total 'E-voting' options received.	12	13271350	40.09
	Total (1+2)	23	33106604	100.00
(b)	Less: Invalid Postal Ballot Forms	Nil	Nil	Nil
(c)	1. Net Valid Postal Ballot Forms (As per Register)	11	19835254	59.91
	2. Net E-voting options.	12	13271350	40.09
	Total (1+2)	23	33106604	100.00
(d)	1. Postal Ballot forms with assent for the resolution.	11	19835254	59.91
	2. E-voting options with assent for the resolution.	12	13271350	40.09
	Total (1+2)		33106604	100.00
(e)	1. Postal Ballot forms with dissent for the resolution.	Nil	Nil	Nil
	2. E-voting options with dissent for the resolution.	Nil	Nil	Nil
	Total (1+2)	Nil	Nil	Nil

Sriniv Jain



4. I have handed over the Postal Ballot forms and other related papers / registers and records for safe custody to the Company.
5. I have on reckoning the voting rights of the shareholders on the basis of the paid-up value of the shares registered in their names as on April 10th , 2015 and found that total percentage of assent in respect of:
 - 5.1 Special Resolution pursuant to Clause 49 of the Listing Agreement read with Section 188 of the Companies Act, 2013 for entering into transactions with Related Parties is 100%.
 - 5.2 Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for the creation of charge on the moveable and immovable properties of the Company, both present and future, in respect of borrowings up to Rs. 500 Crore is 100%.
 - 5.3 Special Resolution u/s 186 of the Companies Act, 2013 for Making of Inter-corporate loans and Investments by the Company is 100%.
6. You may accordingly declare the result of the voting by Postal Ballot.

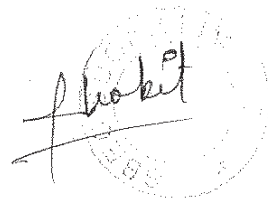
Thanking you,

Place: 22.05.2015

Date: Noida

Signature: Simmi Jain

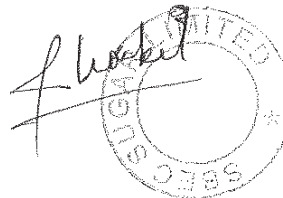
Name: Simmi Jain Chartered Accountant &
Scrutinizer for the Postal Ballot &
E- Voting Process
M. No. 86496



Details of Voting Results

1.	Date of Notice of Postal Ballot	07.04.2015
2.	Cut-off date for reckoning voting rights	10.04.2015
3.	Total Number of Shareholders as on Cut-off date	3691
4.	Date of Declaration of Postal Ballot Results	23.05.2015
5.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
6.	No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public	Not Applicable

7.	Details of Agenda	Resolution Required	Mode of Voting
i)	Special Resolution pursuant to Clause 49 of the Listing Agreement read with Section 188 of the Companies Act, 2013 for entering into transactions with Related Parties.	Special Resolution	Postal Ballot (Physical Ballot form and E-voting)
ii)	Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for the creation of charge on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings up to Rs. 500 Crore.	Special Resolution	Postal Ballot (Physical Ballot form and E-voting)
iii)	Special Resolution u/s 186 of the Companies Act, 2013 for Making of Inter-corporate loans and Investments by the Company.	Special Resolution	Postal Ballot (Physical Ballot form and E-voting)



Further the following details of Postal Ballot Voting Results as per Clause 35 A of the Listing Agreement are given below:

Special Resolution No.1

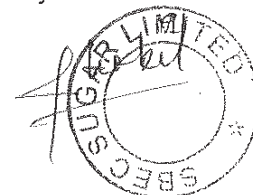
Promoter/ Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes casted (7)=[(5)/(2)] *100
Promoter and Promoter Group	31055462	0	0.00	0	0	0.00	0
Public - Institution al holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	16598418	7033665	42.37	7033665	0	100	0
Total	47653880	7033665	14.75	7033665	0	100	0

The aforesaid Special Resolution was passed with requisite majority.

Special Resolution No.2

Promoter/ Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstandin g shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes casted (7)=[(5)/(2)] *100
Promoter and Promoter Group	31055462	26073439	83.96	26073439	NIL	100	NIL
Public - Instituti onal holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	16598418	7033165	42.37	7033165	NIL	100	NIL
Total	47653880	33106604	69.47	33106604	NIL	100	NIL

The aforesaid Special Resolution was passed with requisite majority.



Special Resolution No.3

Promoter/ Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstandin g shares (3)=[(2)/(1)] *	No. of Votes - in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes casted (7)=[(5)/(2)] *100
Promoter and Promoter Group	31055462	26073439	83.99	26073439	NIL	100	NIL
Public - Instituti onal holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	16598418	7033165	42.37	7033165	NIL	100	NIL
Total	47653880	33106604	69.47	33106604	NIL	100	NIL

The aforesaid Special Resolution was passed with requisite majority.

