

ASEL/SE/2017-18/19

31<sup>st</sup> July, 2017

The Secretary  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra- Kurla Complex, Bandra (E)  
Mumbai 400 051

The Dy. General Manager  
Corporate Relationship Department  
BSE Ltd.  
1st Floor, New Trading Ring,  
Rotunda Building  
P.J. Towers, Dalal Street, Fort  
Mumbai-400 001  
**Stock Code : 540649**

The Secretary  
The Calcutta Stock  
Exchange Ltd.  
7, Lyons Range  
Kolkata 700 001

**Symbol : AVADHSUGAR**

**Re: 3<sup>rd</sup> Annual General Meeting of the Company**  
**Sub: Disclosure of Voting Results and Consolidated Scrutinizers report**

Kindly note that the 3<sup>rd</sup> Annual General Meeting (AGM) of the Company has been duly convened and held on Monday, 31<sup>st</sup> July, 2017 at the Registered Office of the Company at P.O. Hargaon, Dist – Sitapur, Uttar Pradesh – 261 121 at 11:00 A.M. In this regard please find enclosed the following :

1. Voting results in the prescribed format pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report submitted by Mr. Mohan Ram Goenka, Practicing Company Secretary (FCS No. 4515), Scrutinizer appointed to conduct the electronic voting process as well as physical ballot process at the Annual General Meeting venue.

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management & Administration) Rules, 2014 and Clause 8.6.2 of Secretarial Standard - 2 on General Meetings (SS – 2) issued by The Institute of Company Secretaries of India (ICSI), the Voting Result alongwith the Scrutinizer's Consolidated Report is available on the Company's website [www.birla-sugar.com](http://www.birla-sugar.com). Further, the results are also placed on the Notice Board of the Company at its Registered Office.

The above is for your information and records.

Thanking you,

Yours faithfully,  
For Avadh Sugar & Energy Limited

Anand Sharma  
Company Secretary  
FCS : 7305



Encl : as above



**K.K. BIRLA GROUP OF SUGAR COMPANIES**

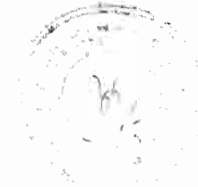
**AVADH SUGAR & ENERGY LIMITED**

P.O. HARGAON, DIST SITAPUR, UTTAR PRADESH 261 121

**Details of Voting at the 3rd Annual General Meeting held on 31st July, 2017**

(Pursuant to Regulation 44(3) of SEBI (LODR) Regulation, 2015)

Date of Annual General Meeting	July 31, 2017
Total number of Equity Shareholders as on cut off date i.e. 24th July, 2017	21714
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
a) Promoters & Promoter Group	22
b) Public	33
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters & Promoter Group	NA
b) Public	NA



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)			1 - Adoption of Financial Statements					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276986	0	100.0000	0.0000
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)		2 - Declaration of Dividend on 8.5 % Non-convertible Cumulative Redeemable Preference Shares of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of 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
Promoter and Promoter Group	E-Voting	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220657</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)			3 - Declaration of Dividend on 12 % Non-convertible Cumulative Redeemable Preference Shares of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220657</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)			4 - Declaration of Dividend on Equity Shares of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276874	7.5164	276874	0	100.0000	0.0000
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279795</b>	<b>7.5957</b>	<b>279795</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10009210</b>	<b>6220630</b>	<b>62.1491</b>	<b>6220630</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)			5 - Re-appointment of Mrs. Nandini Nopany (DIN - 00051362), as Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of 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
Promoter and Promoter Group	E-Voting	5940836	5641033	94.9535	5641033	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5641033</b>	<b>94.9535</b>	<b>5641033</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>5920940</b>	<b>59.1549</b>	<b>5920855</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)			6 - To appoint Statutory Auditors of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276986	0	100.0000	0.0000
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)			7 - Appointment of Mr. Anand Ashvin Dalal as an Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220657</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)			8 - Appointment of Mr. Gaurav Swarup as an Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220657</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)		9 - Appointment of Mr. Sunil Kanoria as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220657</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)		10 - Appointment of Mr. Kalpataru Tripathy as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220657</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



12/14

## Avadh Sugar and Energy Limited

Resolution Required : (Ordinary)		11 - Appointment of Mr. Pradip Kumar Bishnoi as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276901	85	99.9693	0.0307
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279822</b>	<b>85</b>	<b>99.9696</b>	<b>0.0304</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220657</b>	<b>85</b>	<b>99.9986</b>	<b>0.0014</b>



## Avadh Sugar and Energy Limited

**12 - Ratification of remuneration to be paid to Mr. Somnath Mukherjee., Cost Accountant, Cost Auditor of the Company**

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276909	77	99.9722	0.0278
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279830</b>	<b>77</b>	<b>99.9725</b>	<b>0.0275</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220665</b>	<b>77</b>	<b>99.9988</b>	<b>0.0012</b>



14/14

## Avadh Sugar and Energy Limited

Resolution Required : (Special)		13 - Re-classification of Shares of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of 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	5940836	5940835	100.0000	5940835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5940835</b>	<b>100.0000</b>	<b>5940835</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	384760	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3683614	276986	7.5194	276909	77	99.9722	0.0278
	Poll		2921	0.0793	2921	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>279907</b>	<b>7.5987</b>	<b>279830</b>	<b>77</b>	<b>99.9725</b>	<b>0.0275</b>
<b>Total</b>		<b>10009210</b>	<b>6220742</b>	<b>62.1502</b>	<b>6220665</b>	<b>77</b>	<b>99.9988</b>	<b>0.0012</b>



**Mohan Ram Goenka**

Company Secretary

### **SCRUTINIZER'S REPORT**

(Voting through Remote e-voting, and voting at the Annual General Meeting venue through polling paper/ballot paper)

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

To,

**The Chairman of the Third Annual General Meeting (AGM) of the Members of AVADH SUGAR & ENERGY LIMITED (CIN: U15122UP2015PLC069635), held on Monday, the 31st day of July, 2017 at the Registered Office of the Company, P.O Hargaon, Dist Sitapur Pin – 261121, Uttar Pradesh.**

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), was duly appointed as a Scrutinizer by the Board of Directors of Avadh Sugar & Energy Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
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 Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper for the resolutions proposed in the Notice of 3rd Annual General Meeting of the Members of the Company dated May 23, 2017. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 3rd AGM of the Company, based on the report provided by **National Securities Depository Limited (NSDL)**, the agency engaged by the Company to provide e-voting facility for voting through electronic means.
3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting facility was kept open from Thursday, July 27, 2017 (09:00 a.m. IST) till Sunday, July 30, 2017 (5.00 p.m. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of all the resolution(s) on the e-voting platform provided by **National Securities Depository Limited (NSDL)**.
4. The Members holding equity shares as on the "cut-off date" i.e. July 24, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 3rd Annual General Meeting.

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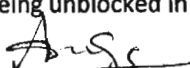
Phone No : 2237 9517



# Mohan Ram Goenka

Company Secretary

5. At the end of the remote e-voting period on Sunday, 30th July, 2017 (5:00 P.M.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper / polling paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on the 31<sup>st</sup> day of July, 2017 the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Mr Amarjeet Singh and Mr Avadesh Kumar who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

  
\_\_\_\_\_

  
\_\_\_\_\_

8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of **National Securities Depository Limited (NSDL)** i.e. <https://www.evoting.nsdl.com/> and based on such reports,

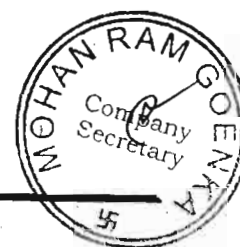
51 Members have cast their votes through remote e-voting;  
33 Members have cast their votes through ballot paper / polling paper

The brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper are as under:

## Item No. 1 - Ordinary Resolution :

Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Report of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	51	6217821	33	2921	84	6220742	100.00
Dissent	0	0	0	0	0	0	0.00
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-



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Phone No : 2237 9517

**Item No. 2 - Ordinary Resolution :**

Declaration of dividend on 8.5% Non-Convertible Cumulative Redeemable Preference Shares of Rs. 10 each for the financial year 2011-12 to 2016-17.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	49	6217736	33	2921	82	6220657	99.99
Dissent	2	85	0	0	2	85	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 3 - Ordinary Resolution :**

Declaration of dividend on 12 % Non-Convertible Cumulative Redeemable Preference Shares of Rs. 100 each for the financial year 2014-15 to 2016-17.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	49	6217736	33	2921	82	6220657	99.99
Dissent	2	85	0	0	2	85	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 4 - Ordinary Resolution :**

Declaration of dividend of Rs. 2 per Equity Share of Rs. 10 each for the financial year 2016-17.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	50	6217709	33	2921	83	6220630	100.00
Dissent	0	0	0	0	0	0	0.00
Total	50	6217709	33	2921	83	6220630	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Our Office :

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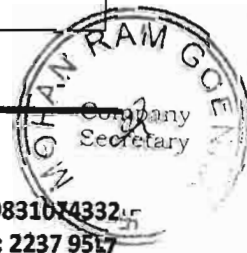
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**Item No. 5 - Ordinary Resolution :**

Re-appointment of Mrs. Nandini Nopany (DIN 00051362) as Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	47	5917934	33	2921	80	5920855	99.99
Dissent	2	85	0	0	2	85	0.01
Total	49	5918019	33	2921	82	5920940	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 6 - Ordinary Resolution :**

Appointment of B S R &amp; Co. LLP, Chartered Accountants (ICAI Firm Registration Number – 101248W/W-100022) as the Statutory Auditors of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	51	6217821	33	2921	84	6220742	100.00
Dissent	0	0	0	0	0	0	0.00
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0		0	0	-	-	-

**Item No. 7 - Ordinary Resolution :**

Appointment of Mr. Anand Ashvin Dalal (DIN 00353555), as Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	49	6217736	33	2921	82	6220657	99.99
Dissent	2	85	0	0	2	85	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-



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**Item No. 8 - Ordinary Resolution :**

Appointment of Mr. Gaurav Swarup (DIN: 00374298), as Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	49	6217736	33	2921	82	6220657	99.99
Dissent	2	85	0	0	2	85	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 9 - Ordinary Resolution :**

Appointment of Mr. Sunil Kanoria (DIN 00421564), as Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	49	6217736	33	2921	82	6220657	99.99
Dissent	2	85	0	0	2	85	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 10 - Ordinary Resolution :**

Appointment of Mr. Kalpataru Tripathy (DIN 00865794), as Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	49	6217736	33	2921	82	6220657	99.99
Dissent	2	85	0	0	2	85	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-



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**Item No. 11 - Ordinary Resolution :**

Appointment of Mr. Pradip Kumar Bishnoi (DIN 00732640), as Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	49	6217736	33	2921	82	6220657	99.99
Dissent	2	85	0	0	2	85	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 12 - Ordinary Resolution :**

Fixation of remuneration payable to Cost Auditor for the year ending 31st March, 2018.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	50	6217744	33	2921	83	6220665	99.99
Dissent	1	77	0	0	1	77	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-

**Item No. 13 – Special Resolution :**

Reclassification of Share Capital and consequential alteration in the Share Capital Clause of the Memorandum of Association of the Company

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	50	6217744	33	2921	83	6220665	99.99
Dissent	1	77	0	0	1	77	0.01
Total	51	6217821	33	2921	84	6220742	100.00
Abstain / Invalid	0	0	0	0	-	-	-

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**Mohan Ram Goenka**

Company Secretary

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9. Based on the foregoing, the resolution no.(s) 1 to 13 shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,



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



Date : July 31, 2017,  
Place : Sitapur



**Countersigned by:**

Mr. Devendra Kumar Sharma  
Chairman of Annual  
General Meeting

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