



### REPORT OF SCRUTINIZER

[Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

To

The Chairman  
 of the 53<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **Mawana Sugars Limited** Held on 27<sup>th</sup> July 2017 at 11 A.M. at Kamani Auditorium, 1 Copernicus Marg, New Delhi - 110001.

Dear Sir,

I **Nirbhay Kumar**, Company Secretary in Practice (Membership No. 21093, C.P. 7887), proprietor of M/s Nirbhay Kumar & Associates, New Delhi was appointed as the Scrutinizer by the Board of Directors of M/s. Mawana Sugars Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting through ballot, at the 53<sup>rd</sup> Annual General Meeting of the Company held on Thursday, 27<sup>th</sup> July, 2017 at 11.00 A.M. at Kamani Auditorium, 1 Copernicus Marg, New Delhi - 110001, hereby submit my report as under:

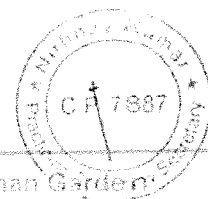
1. In accordance with the Notice of the 53<sup>rd</sup> Annual General Meeting sent to the shareholders and the "Advertisement" published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 05, 2017, the remote e-voting opened at 9:00 A.M. on July 24, 2017 and remained open upto 5:00 P.M. on July 26, 2017.
2. The Equity Shareholders holding shares as on July 20, 2017, "Cut-off date", were entitled to vote on the resolutions stated in the Notice of the 53<sup>rd</sup> Annual General Meeting of the Company.
3. The Polling papers in Form MGT-12 as per Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.
4. At the time fixed for closing of the poll by the chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed me.
5. The votes were unblocked on 27<sup>th</sup> July 2017 at 2.15 PM in presence of two witnesses Mr. Amit Kumar Sinha R/o D - 371, Gali No. 9, Bhagwati Garden Extension Jain Road, New Delhi - 110059 and Nityanand Pandey, D-70, Ramdatt Enclave, Uttam Nagar, New Delhi - 110059 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Amit Kumar Sinha*  
**Amit Kumar Sinha**

*Nityanand Pandey*  
**Nityanand Pandey**

J-22, Flat No-4, Upper Ground Floor, Street No-5, Rama Park Road, Mohan Garden,

Uttam Nagar, New Delhi - 110059



6. Poll papers were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorization/proxies lodged with the Company.
7. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. The total votes cast in favor or against all the resolutions proposed in the Notice of the AGM are as under:

**a. Resolution No. 1 (Ordinary Resolution)**

To consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the report of Auditors thereon.

**(i) Voted in favor of the resolution**

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	1663	0.01
Voting by ballot	107	27346413	99.99
Total	138	27348076	100.00

**(ii) Voted against the resolution**

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting by ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(iii) Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37



**b. Resolution No. 2 (Ordinary Resolution)**

Re-appointment of Mr. Dharam Pal Sharma (DIN - 07259344), Director who retires by rotation and being eligible, offers himself for re-appointment.

**(i) Voted in favor of the resolution**

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	1663	0.01
Voting by ballot	107	27346413	99.99
Total	138	27348076	100.00

**(ii) Voted against the resolution**

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting by ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(iii) Invalid Votes**

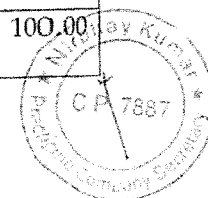
Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37

**c. Resolution No. 3 (Ordinary Resolution)**

To appointment M/s S.R., Batliboi & Co. LLP Chartered Accountants (ICAI Firm Registration Number: 301003E/E300005) as Statutory Auditors and fix their remuneration.

**(i) Voted in favor of the resolution**

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	1663	0.01
Voting by ballot	107	27346413	99.99
Total	138	27348076	100.00



(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting by ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37

d. Resolution No. 4 (Ordinary Resolution)

Appointment of Cost Auditor for FY 2017 - 18

(i) Voted in favor of the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	1623	0.01
Voting by ballot	107	27346413	99.99
Total	137	27348036	100.00

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	40	0.00
Voting by ballot	Nil	Nil	0.00
Total	1	40	0.00



(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37

e. Resolution No. 5 (Special Resolution)

Waiver of recovery of the excess remuneration to Mr. Siddharth Shriram, Chairman and Managing Director (CMD) during the period from 15.10.2012 to 31.07.2014

(i) Voted in favor of the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	26	1249	9.04
Voting by ballot	106*	12165	87.97
Total	132	13414	97.01

(ii) Voted against the resolution

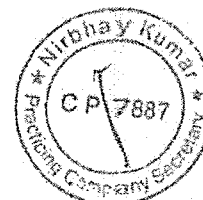
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	414	2.99
Voting by ballot	Nil	Nil	Nil
Total	5	414	2.99

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37

f. Resolution No. 6 (Special Resolution)

Waiver of recovery of the excess remuneration to Mr. Sunil Kakria, Managing Director (MD) during the period from 01.10.2012 to 31.07.2013



(i) Voted in favor of the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	26	1249	0.00
Voting by ballot	107	27346413	100.00
Total	133	27347662	100.00

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	414	00.00
Voting by ballot	Nil	Nil	Nil
Total	5	414	00.00

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37

g. Resolution No. 7 (Special Resolution)

Waiver of recovery of the excess remuneration to Mr. Ashwani Kumar Mehra, Whole Time Director (WTD) during the period from 01.10.2012 to 31.07.2014

(i) Voted in favor of the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	26	1249	00.00
Voting by ballot	106	27345619	100.00
Total	132	27346868	100.00



(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	414	00.00
Voting by ballot	Nil	Nil	Nil
Total	5	414	00.00

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37

h. Resolution No. 8 (Special Resolution)

Waiver of recovery of the excess remuneration to Mr. Rajendra Khanna, Whole Time Director (WTD) during the period from 01.02.2014 to 31.12.2014

(i) Voted in favor of the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	26	1249	00.00
Voting by ballot	107	27346413	100.00
Total	133	27347662	100.00

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	414	00.00
Voting by ballot	Nil	Nil	Nil
Total	5	414	00.00

(iii) Invalid Votes



Total number of members whose votes were declared invalid	Total number of votes cast by them
5	37

9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
10. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 53rd Annual General Meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Place: New Delhi  
Dated: 29.07.2017

Yours faithfully,

*Nirbhay Kumar*

Nirbhay Kumar  
M. No. 21093, C.P. No. 7887  
Scrutinizer

