



BirlaSugar

K.K. BIRLA GROUP OF SUGAR COMPANIES

UGSIL/SE/2016-17/30

17th September, 2016

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

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

Symbol : UPERGANGES

Stock Code : 530505

Stock Code – 10031097

Re : 84th Annual General Meeting of the Company

Kindly note this 84th Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, 17th September, 2016 at the Registered Office of the Company at the Meeting Hall of Upper Ganges Sugar & Industries Limited, P.O. Seohara, District Bijnor, Uttar Pradesh – 246 746 11:00 A.M.

In this regard please find enclosed the following :

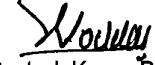
1. The gist of Proceedings of 84th AGM of the Company held on 17th September, 2016 pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting results in the prescribed format pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. 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. 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 Upper Ganges Sugar & Industries Limited


Santosh Kumar Poddar
Company Secretary
FCS : 1553

Encl : as above



Upper Ganges Sugar & Industries Limited



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K.K. BIRLA GROUP OF SUGAR COMPANIES

Gist of the proceedings of the 84th Annual General Meeting (AGM) of the Company held on 17th September, 2016

The 84th Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, 17th September, 2016 at the Registered Office of the Company at the Meeting Hall of Upper Ganges Sugar & Industries Limited, P.O. Seohara, District Bijnor, Uttar Pradesh – 246 746 at 11:00 A.M.

Mr Bal Kishore Malpani, Wholetime Director of the Company chaired the proceedings of the Meeting.

As per the records of attendance 37 (thirty seven) Members were present at the Meeting.

The Chairman informed that the required quorum was present and called the Meeting in order. The Quorum was present throughout the Meeting.

The Meeting was attended by Mr Bal Kishore Malpani, Mr Ishwari Prosad Singh Roy, Directors, Chief Financial Officer and Company Secretary.

Thereafter, the Chairman delivered his speech. He gave an overview of the performance of the Company for the Financial Year ended 31st March, 2016 and its future outlook.

The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had extended e-voting facility to the Members of the Company in respect of business transacted at the 84th AGM to cast their vote electronically from a place other than the venue of the Meeting, wherein the e-voting period commenced on Wednesday 14th September, 2016 (9:00 AM) and ended on Friday, 16th September, 2016 (5:00 PM). The Chairman further informed the Members that the facility for voting through ballot i.e. Physical Ballot has been made available at the meeting for the Members who have not casted their vote through e-voting.

He further informed the Company has engaged the services of NSDL as authorised agency to provide e-voting facility and has appointed Mr Mohan Ram Goenka, Practising Company Secretary, FCS No. 4515 as the Scrutinizer for the purpose of scrutinizing the e-voting process as well as Physical Ballot process in a fair and transparent manner.

The Chairman invited the Members to raise questions, offer comments or seek clarifications on the Annual Report and Accounts or any of the Items stated in Notice of the 84th AGM of the Company. Upon the Members completing their submission, the Chairman furnished requisite clarifications to all the relevant queries raised by the Members.

Thereafter, all the 4 (Four) resolutions required to be passed were proposed and seconded by the Members. Thereafter, the Chairman ordered a Poll to be taken at the AGM venue by way of Physical Ballot for those members who could not cast their vote through e-voting.

Thereafter, the Chairman announced that the voting results shall be submitted to the Stock Exchanges in the prescribed format and the said results alongwith Scrutinizer's Consolidated Report shall also be placed on the Company's website at www.birla-sugar.com. He also stated that the voting results shall also be placed on the Notice Board of the Company at its Registered Office.



Upper Ganges Sugar & Industries Limited





Thereafter, the physical ballot exercise was conducted smoothly.

The following resolutions have been passed :

Ordinary Business	
1	Adoption of the Standalone and Consolidated Financial Statements of the Company for the year ended 31 st March, 2016 and the Reports of the Directors and Auditors thereon.
2	Re-appointment of Mrs Nandini Nopany (DIN : 00051632) who retires by rotation and being eligible offers herself for re-appointment.
3	Appointment of Messrs S R Batliboi & Co LLP, Chartered Accountants, 22 Camac Street, Kolkata having Firm Registration No. 301003E as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.
Special Business	
4	Ratification of the remuneration payable to Mr Som Nath Mukherjee, Cost Auditor for the financial year 2016-17.

The Meeting concluded at 11:45 AM with a vote of thanks of the Chair.

Yours faithfully,
For Upper Ganges Sugar & Industries Limited

Santosh Kumar Poddar
Company Secretary
FCS : 1553



Upper Ganges Sugar & Industries Limited

Upper Ganges Sugar And Industries Limited

Resolution Required : (Ordinary)

1 - Adoption of Financial Statements

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled		% of Votes in		
				on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6514304	6514304	100.00	6514304	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6514304	100.00	6514304	0	100.00	0.00
Public Institutions	E-Voting	426993	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4615942	801817	17.38	801817	0	100.00	0.00
	Poll		1680	0.04	1680	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		803497	17.41	803497	0	100.00	0.00
Total		11557239	7317801	63.32	7317801	0	100.00	0.00



Upper Ganges Sugar And Industries Limited

Resolution Required : (Ordinary)

2 - Election of Mrs Nandini Nopany who retires by rotation

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled		% of Votes in		
				on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6514304	6514304	100.00	6514304	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6514304	100.00	6514304	0	100.00	0.00
Public Institutions	E-Voting	426993	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4615942	801742	17.38	801642	100	99.99	0.01
	Poll		1680	0.04	1680	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		803422	17.41	803322	100	99.99	0.01
Total		11557239	7317726	63.32	7317626	100	99.99	0.01



Upper Ganges Sugar And Industries Limited

Resolution Required : (Ordinary)

3 - Appointment of Auditors and fixing of their remuneration

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled		% of Votes in		
				on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6514304	6514304	100.00	6514304	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6514304	100.00	6514304	0	100.00	0.00
Public Institutions	E-Voting	426993	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4615942	801742	17.38	801742	0	100.00	0.00
	Poll		1680	0.04	1680	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		803422	17.41	803422	0	100.00	0.00
Total		11557239	7317726	63.32	7317726	0	100.00	0.00



Upper Ganges Sugar And Industries Limited

Resolution Required : (Ordinary)

4 - Ratification of the remuneration of Cost Auditors for the year 2016 - 17

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

Category	Mode of Voting	No. of shares held [1]	% of Votes Polled			% of Votes in		
			No. of votes polled [2]	on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6514304	6514304	100.00	6514304	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6514304	100.00	6514304	0	100.00	0.00
Public Institutions	E-Voting	426993	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4615942	801742	17.38	801642	100	99.99	0.01
	Poll		1680	0.04	1680	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		803422	17.41	803322	100	99.99	0.01
Total		11557239	7317726	63.32	7317626	100	99.99	0.01



CONSOLIDATED SCRUTINIZER'S REPORT

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

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

To,

The Chairman of the 84th (Eighty Fourth) Annual General Meeting (AGM) of the Members of **UPPER GANGES SUGAR & INDUSTRIES LIMITED** (CIN: L15421UP1932PLC025141), held on Saturday, 17th day of September, 2016 at the Meeting Hall of Upper Ganges Sugar & Industries Limited, Seohara, District Bijnor, Uttar Pradesh- 246 746.

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), was duly appointed as a Scrutinizer by the Board of Directors of Upper Ganges Sugar & Industries Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue 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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 through ballot paper at the Annual General Meeting venue for the resolutions proposed in the Notice of 84th Annual General Meeting of the Members of the Company dated May 13th, 2016. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 84th 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 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open for three days from Wednesday, 14th September, 2016 (9.00 a.m.) till Friday, 16th September, 2016 (5.00 p.m.) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by National Securities Depository Limited (NSDL).

Our Office :

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R. No.: 6, Kolkata 700012,

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Mobile No.9831074332

Phone No : 2237 9517

4. The Members holding equity shares as on the "cut-off date" i.e. 10th September, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 84th Annual General Meeting.
5. At the end of the remote e-voting period on Friday, September 16th, 2016 (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 through ballot papers at the AGM venue 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 ballot paper voting at the venue of the AGM on the 17th day of September, 2016, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Yashveer Singh and Robin Kumar who acted as witnesses and have signed below in confirmation of the votes being unblocked in their presence as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

YASHVEER SINGH

Robin Kumar

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 members have casted their votes.

The brief analysis of the result of the voting through Remote e-voting and voting through ballot papers at the Annual General Meeting venue are as under:

Item No. 1 - Ordinary Resolution :

Adoption of :

a) The Standalone Financial Statements of the Company for the year ended March 31, 2016, and the report of the Directors and Auditors thereon.

b) The Consolidated Financial Statements of the Company for the year ended March 31, 2016, and the report of the Auditors thereon

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	44	7316121	17	1680	61	7317801	100.00
Dissent	0	0	0	0	0	0	0.00
Total	44	7316121	17	1680	61	7317801	100.00
Abstain / Invalid	0	0	0	0	--	--	--

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Phone No : 2237 9517

Item No. 2 - Ordinary Resolution :

Election of a Director in place of Mrs. Nandini Nopany (DIN 00051632), who retires by rotation and being eligible, seeks re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	42	7315946	17	1680	59	7317626	99.99
Dissent	1	100	0	0	1	100	0.01
Total	43	7316046	17	1680	60	7317726	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 3 - Ordinary Resolution :

Appointment of Messrs S R Batliboi & Co LLP, Chartered Accountants, the statutory Auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	43	7316046	17	1680	60	7317726	100.00
Dissent	0	0	0	0	0	0	0.00
Total	43	7316046	17	1680	60	7317726	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 4 - Ordinary Resolution :

Ratification of remuneration payable to the Cost Auditors for Financial Year 2016-17.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	42	7315946	17	1680	59	7317626	99.99
Dissent	1	100	0	0	1	100	0.01
Total	43	7316046	17	1680	60	7317726	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Our Office :

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goenkamohan@gmail.com

Mobile No.9831074332

Phone No : 2237 9517

MR & Associates

Company Secretaries

9. Based on the foregoing, the resolution no.(s) 1 to 4 shall be deemed to have been passed with the requisite majority.

10. 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 Meeting.

Thanking You,

Mohan Ram Goenka

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



Place : Kolkata

Date: September 17, 2016

Countersigned by:

Kishore Malpani
(Mr. KISHORE MALPANI)

Our Office :

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