

B Ramesh Kumar

Chartered Accountant

5-4-726, Nampally Station Road, Nampally, Hyderabad – 500 001.

SCRUTINIZER'S REPORT

To
The Chairman,
M/s Prudential Sugar Corporation Limited,
Akash Ganga, Plot#144, 4th Floor,
Srinagar Colony,
Hyderabad-500073.

Dear Sir,

The Board of Directors at its meeting held on 26th August 2014 has appointed me as a scrutinizer for conducting postal ballot voting process and E-voting process.

I submit my report as under:

1. The Company has completed the dispatch of postal ballot forms on 08.09.2014 to its members whose name(s) appeared on the Register of members/ list of beneficiaries including by e-mail to all those members who had registered their e-mail IDs with the Company.
2. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the company's Act 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's Circular No. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, Listed Companies on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholders resolutions to be passed at General Meetings or through Postal ballot. Since Prudential sugar Corporation Limited falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provide for the same.
3. Prudential Sugar Corporation Limited accordingly has made arrangements with the System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-Voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, R&D Infotech (P) Ltd., herein after referred as (RTA) to set up the e-Voting facility on the NSDL e-Voting website www.evoting.nsdl.com
4. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing scrutiny of such postal ballot forms.
5. The ballot boxes were opened in my Presence.
6. The Votes, if any, cast by a Member(s) both in physical and electronically having been identified and in terms of the said Notice, votes cast through e-voting option were considered valid.
7. The Postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company.
8. All postal ballot forms including electronic votes received up to close of working hours on 08.10.2014, the last date and time fixed by the company for receipt of the forms/ electronic votes, were considered for my scrutiny.
9. Envelopes containing postal allot forms received after 08.10.2014 were not considered for my scrutiny.



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10. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.
11. Prudential Sugar Corporation Ltd through RTA has also uploaded the resolution together with the explanatory statement on which e-Voting is required and for generation Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the Company through its RTA. Necessary instruction in this regard to be followed by the share holders have also been duly mentioned in the Postal Ballot notice dated 26.08.2014 sent to the shareholders by email and ordinary post. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as on 22nd August 2014 (Cutoff Date)

Item No.1: Sale/Transfer of the Company's Sugar Business on a going concerned basis

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, permissions and sanctions from the Banks & other secured creditors in whose favor charge of the assets of the company is existing and other concerned Authorities and such terms and conditions as may be imposed by them, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to transfer, sell, assign, deliver or otherwise dispose of the sugar business of the Company situated at Prudential Nagar, P.O. Koppedu, Nindra Mandal, Dist. Chittoor. Andhra Pradesh on a slump sale basis as a going concern along with its assets, liabilities and debt to a prospective buyer or to a separate entity or to a Special Purpose Vehicle (SPV) to be created for the purpose or a subsidiary Company for a consideration and on such terms and conditions as the Board may deem fit.

"RESOLVED FURTHER THAT the consent of the board of directors of the company be and is hereby given that the company may execute Memorandum of Understanding and other agreements related thereto, if any, as may deem proper, in connection with the proposed slump sale of the sugar business as a going concern in accordance with relevant provisions of the Companies Act, 2013."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing necessary agreements, memoranda, deeds of assignment/conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director(s)."

12. On scrutiny, I report that 8 shareholders have exercised their vote through e-Voting and 92 Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below;

Particulars	Through Postal Ballot		Through e-Voting	
	Ballot Papers	No. of Shares	No. of Members	No. of Shares
Number of total votes received	92	10889891	8	7771717
Number of valid votes received	91	10889691	8	7771717
Number of invalid votes received	1	200	0	0
	No. of Shares		Percentage	
Votes in favour of Resolution	98	18653808	99.96 %	
Votes against the resolution	1	7600	0.04 %	

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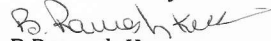
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Results:-

As the number of votes casted in favour of the Resolution i.e 99.96 % is more than three times the number of votes cast against i.e 0.04%, I report that the Special Resolution under Section 110 of the Companies Act,2013 and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated 26.08.2014 has been passed by the share holders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results

Thanking you

Yours faithfully



B Ramesh Kumar

(Membership No. 200304)

Chartered Accountant

Date: 01.04.2015

Place: Hyderabad.