



DWARIKESH SUGAR INDUSTRIES LIMITED

CIN L15421UP1993PLC018642

(Incorporated under the Companies Act, 1956)

Registered Office: Dwarikesh Nagar -246762, District : Bijnor, Uttar Pradesh

Corporate Office: 511, Nariman Point, Mumbai – 400021. Tel no.: 022-22832468, 22042945 Fax no.: 22047288

Website: www.dwarikesh.com Email : investors@dwarikesh.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

Notice is hereby given pursuant to the provisions of section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Act (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below for sub-division of Equity Shares and consequential amendments to the Memorandum of Association are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

The Board of Directors of the Company has appointed Mr. D P Agarwal, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on July 29, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairman of the Stake Holders & Relationship Committee (SRC) or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared by July 31, 2017 and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.dwarikesh.com

Item No. 1 : Sub-division of 1 (one) Equity Share of face value of ₹ 10 each into 10(Ten) Equity Shares of ₹1 each.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary**

Resolution:

RESOLVED that pursuant to sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of ₹. 10 each fully paid-up be sub-divided into 10(Ten) Equity Shares of the face value of ₹1 each fully paid-up.

RESOLVED FURTHER that on sub-division, 10(Ten) Equity Shares of face value of ₹1 each be allotted in lieu of existing 1 (one) Equity Share of ₹ 10 each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid Equity Shares of ₹ 10 each of the Company and shall be entitled to participate in full in dividends to be declared after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER that on sub-division of Equity Shares as aforesaid, the share certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to make appropriate adjustments, if any, due to the sub-division of Equity Shares as aforesaid.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No. 2 : Alteration of Capital Clause of Memorandum of Association:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT subject to sections 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority (ies), if any, Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause V:

Clause V would be substituted as follows:

The Authorised Share Capital of the Company is Rs 54,00,00,000/- (Rupees Fifty-Four Crores Only) divided in to 22,50,00,000(Twenty two Crore fifty lakhs Only) Equity Shares of ₹1/- each, 1,50,000 (One Lakh Fifty Thousand Only) 12% Cumulative Redeemable Preference Shares of ₹ 100/- each (series I), 15,00,000 (Fifteen Lakh Only) Cumulative Redeemable Preference Shares of ₹100/-each (series II), 10,00,000 (Ten Lakh Only) Cumulative Redeemable Preference Shares of ₹100/- each (Series III) and 5,00,000 (Five Lakh Only) Cumulative Redeemable Preference Shares of ₹100/- each (series IV) with power to increase or reduce the same.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 1 and 2 set out in the Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on June 23, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
3. The Members whose name appears on the Register of Members / List of Beneficial Owners as on June 23, 2017.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and votes cast through postal ballot form will be treated as invalid.
6. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an email to investors@dwarikesh.com. The Registrar and Transfer Agent / Company will forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.

7. Electronic Voting [e-voting]:

In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014, [including any statutory modifications or re-enactments thereof for the time being in force] as amended from time to time, the Company is pleased to offer the option of e-voting facility to all the Members of the Company to enable them to cast their votes electronically. For the purpose, the Company has obtained the services of Central Depository Services [India] Limited ["CDSL"]. E-voting is optional for Members. The detailed procedure for e-voting is enumerated in the instructions to the Postal Ballot Form. The Members who wish to vote by Postal Ballot Form [instead of e-voting], can download Postal Ballot Form from the website **www.evotingindia.com** or **www.dwarikesh.com**

The Company has appointed Mr. D. P Agarwal, Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members are requested to peruse the proposed resolutions along with their Explanatory Statements and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer on or before 5:00 p.m. on July 29, 2017. In respect of Members opting for e-voting mode as above, they should cast their votes online from 9:00 a.m. on June 30, 2017 till 5:00 p.m. on July 29, 2017 as per the instructions provided in Postal Ballot Form. Your assent / dissent received after July 29, 2017 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Chairman or any other Director of the Company. The result of the Postal ballot shall be announced on or before July 31, 2017 at the Registered Office of the Company and shall also be displayed on the Company's website www.dwarikesh.com besides communicating to the Stock Exchanges on which the shares of the Company are listed.

8. All the material documents referred to in the Notice will be made available for inspection by the Members at the registered office of the Company during working hours on any working day.

By order of the Board of Directors

BJ Maheshwari
Whole Time Director & CS cum CCO
(DIN No - 00002075)

Place : Dwarikesh Nagar, Dist, Bijnor, U.P.

Date : June 2, 2017

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2

The Equity Shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and the BSE Limited. In the recent past the company's share prices have moved up substantially on account of overall turnaround of sugar sector. Hence the liquidity in the counter has been reduced on account of high prices of the shares and therefore it is necessary to consider sub division of the shares of the company by way of stock split from the current face value of Rs 10 per shares to Rs 1 per share .In order to encourage the participation of small investors by making Equity Shares of the Company affordable and generate liquidity of floating stocks available for trading on the Stock Exchanges, the Board of Directors at its Meeting held on June 2, 2017 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10 each into Ten Equity Shares of face value of ₹ 1 each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Board of Directors / Committee of Directors will fix the Record Date/ Book closure for the subdivision of the Equity Shares after approval of the Members.

Presently, the Authorised Share Capital of the Company is ₹ 54,00,00,000/- (Rupees Fifty-Four Crores Only) divided in to 2,25,00,000 (Two Crore Twenty-Five Lac Only) Equity Shares of ₹10/- each, 1,50,000 (One Lac Fifty Thousand Only) 12% Cumulative Redeemable Preference Shares of ₹100/- each (series I), 15,00,000 (Fifteen Lac Only) Cumulative Redeemable Preference Shares of ₹ 100/-each (series II), 10,00,000 (Ten Lac Only) Cumulative Redeemable Preference Shares of ₹ 100/- each (Series III) and 5,00,000 (Five Lac Only) Cumulative Redeemable Preference Shares of ₹ 100/- each (series IV)

The sub-division requires amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item Nos. 2 of the Notice to reflect the change in face value of each Equity Share of the Company from existing ₹ 10 each to proposed ₹ 1 each. As per the provisions of section 13 and 61 of the Companies Act, 2013, any alterations in the Memorandum of Association of the Company shall be effected only after the approval of the members by passing an Ordinary Resolution.

The Directors recommend passing of the Resolutions at Item Nos. 1 and 2 of the Notice.

No director, key managerial personnel or their relatives, except Mr G R Morarka, Promoter & Managing Director, who is holding 28,26,659 (15.01%) equity shares of the company is deemed to be interested or concerned in the resolution at Item Nos.1 and 2 of the Notice & his relatives who are holding equity shares of the company to the extent of their holdings.

By order of the Board of Directors

B J Maheshwari
Whole Time Director & CS cum CCO
(DIN No - 00002075)

Place : Dwarikesh Nagar, Dist, Bijnor, U.P.

Date : June 2, 2017