



# DWARIKESH SUGAR INDUSTRIES LIMITED

Corp. Off.: 511, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021. Tel.: 2283 2486, 2204 2945 Fax : 2204 7288  
E-mail [dsilbom@dwarikesh.com](mailto:dsilbom@dwarikesh.com) • Website : [www.dwarikesh.com](http://www.dwarikesh.com)  
CIN : L15421UP1993PLC018642

REF: DSIL/2016-17/220

August 6, 2016

Corporate Relationship Department  
Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai - 400 001  
Fax: 22723 2082 /3132

National Stock Exchange of India Limited  
"Exchange Plaza"  
Bandra - Kurla Complex,  
Bandra [E], Mumbai - 400 051

Scrip Code - 532610

Scrip Code - DWARKESH

**Subject: Regulation 30, 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Proceedings and details of voting results of the 22<sup>nd</sup> Annual General Meeting.**

Dear Sirs,

Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are submitting herewith the outcome of the 22<sup>nd</sup> Annual General Meeting of the company held on August 5, 2016 at 10.00 am at registered office of the company situated at Dwarikesh Nagar, 246762, Dist. Bijnor, U.P., where in following business were transacted :

Res. No.	Item
1.	<i>Adoption of financial statement for the year ended March 31, 2016</i>
2.	<i>Appointment of Mr B J Maheshwari (DIN 00002075); who retires by rotation.</i>
3.	<i>Appointment of Mr Vijay S Banka (DIN 00963355); who retires by rotation.</i>
4.	<i>Approval of appointment of Statutory Auditors</i>
5.	<i>Adoption of new Articles of Association</i>
6.	<i>Approval for remuneration of Shri G R Morarka for two years</i>
7.	<i>Approval / Ratification for cost auditors remuneration</i>
8.	<i>Approval for re classification of share capital of the company</i>
9.	<i>Approval for amendment of capital clause</i>
10.	<i>Approval for preferential allotment of securities</i>



Further, pursuant to regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are also submitting herewith the details of voting results of the business transacted at the AGM in manner prescribed.

Furthermore, please find enclosed herewith the consolidated report of Scrutinizer on e- voting and physical voting through ballot paper at AGM. The same is being uploaded on the website of the company - [www.dwarikesh.com](http://www.dwarikesh.com).

Thanking you,

Yours faithfully,

For **Dwarikesh Sugar Ind. Ltd.**

**B. Maheshwari**

Whole Time Director & CS cum CCO

Encl: a/a



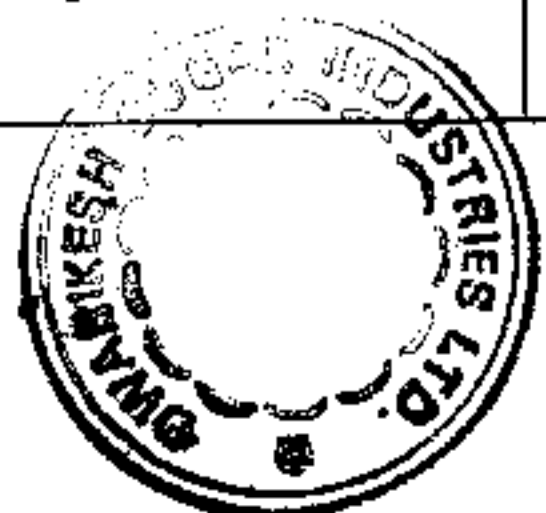
<b>A. DETAILS OF PROCEEDINGS OF THE MEETING</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Date of Annual General Meeting	August 5, 2016
2	Total numbers of shareholders as on record date	As on cut-off date - viz. July 29, 2016 - 9179 Shareholders
3	Numbers of shareholders present in the meeting either in person or through proxy:	
	Promoters & Promoter Group :	7
	Public:	27
4	Number of shareholders attended the meeting through video conferencing :	<b>Not Applicable</b>
	Promoters & Promoter Group:	
	Public:	





### B. RESULTS OF THE MEETING

Sr No	Agenda	Resolution required Ordinary / Special	Mode of voting	Remarks
1	To receive, consider and adopt the audited financial statements for the year ended 31st March, 2016 together with the Directors' Report and the Auditors' Report thereon.	Ordinary	E voting and Ballot paper	Passed with requisite majority
2	To appoint a Director in place of Shri B. J. Maheshwari, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E voting and Ballot paper	Passed with requisite majority
3	To appoint a Director in place of Shri Vijay S. Banka, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E voting and Ballot paper	Passed with requisite majority
4	Ratification of appointment of auditor	Ordinary	E voting and Ballot paper	Passed with requisite majority
5	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	E voting and Ballot paper	Passed with 3/4 majority
6	To fix the remuneration of Mr G. R. Morarka (DIN 00002078) as a Managing Director for the period of 2 years	Special	E voting and Ballot paper	Passed with 3/4 majority
7	Approval / Ratification for cost auditors remuneration	Ordinary	E voting and Ballot paper	Passed with requisite majority
8	Approval for re classification of share capital of the company	Ordinary	E voting and Ballot paper	Passed with requisite majority
9	Approval for amendment of capital clause	Special	E voting and Ballot paper	Passed with 3/4 majority
10	Approval for preferential allotment of securities	Special	E voting and Ballot paper	Passed with 3/4 majority





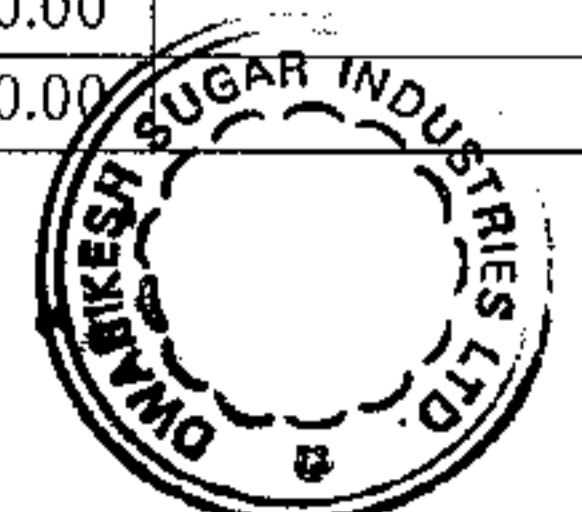
### C. DETAILS OF VOTING RESULTS – ITEMS OF RESOLUTION WISE

Adoption of Financial Statement, Directors Report, Auditors Report for the year ended March 31, 2016									
Resolution Required - Ordinary / Special : Ordinary									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 1									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	0
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	18043	0	100.00	0
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	0
		Poll*		14843	0.19	14843	0	100.00	0
		Total	7778194	28174	0.36	28174	0	100.00	0
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7929568</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\*voting through ballot form at AGM.

Appointment of Mr B J Maheshwari (DIN 00002075); who retires by rotation.									
Resolution Required - Ordinary / Special : Ordinary									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 2									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	0
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	18043	0	100.00	0
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	0
		Poll*		14843	0.19	14843	0	100.00	0
		Total	7778194	28174	0.36	28174	0	100.00	0
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7929568</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\*voting through ballot form at AGM.





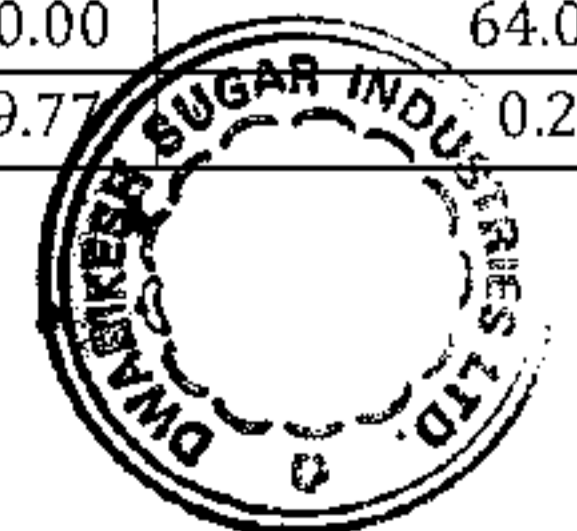
### C. DETAILS OF VOTING RESULTS – ITEMS OF RESOLUTION WISE

Appointment of Mr Vijay S Banka (DIN 00963355); who retires by rotation.									
Resolution Required - Ordinary / Special : Ordinary									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 3									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	0
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	18043	0	100.00	0
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	0
		Poll*		14843	0.19	14843	0	100.00	0
		Total	7778194	28174	0.36	28174	0	100.00	0
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7929568</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\*voting through ballot form at AGM.

Approval of appointment of Statutory Auditors									
Resolution Required - Ordinary / Special : Ordinary									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 4									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	-
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	0	18043	-	100.00
3	Public - Others	E-Voting	7762051	13331	0.17	13331	0	100.00	-
		Poll*		14843	0.19	14843	0	100.00	-
		Total	7762051	28174	0.36	28174	18043	100.00	64.04
		<b>Total</b>	<b>16298533</b>	<b>7929568</b>	<b>48.65</b>	<b>7911525</b>	<b>18043</b>	<b>99.77</b>	<b>0.23</b>

\*voting through ballot form at AGM.





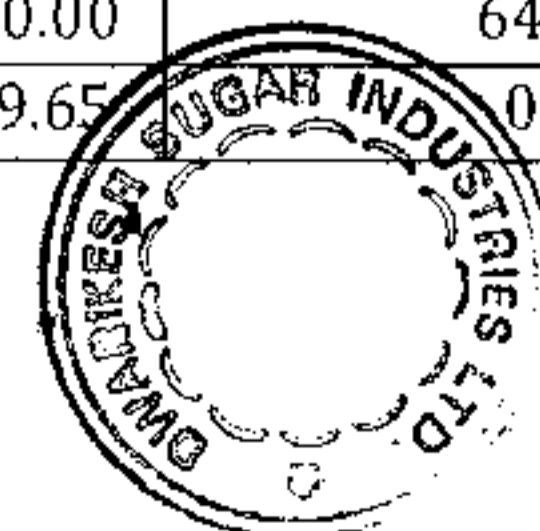
### C. DETAILS OF VOTING RESULTS - ITEMS OF RESOLUTION WISE

Adoption of new Articles of Association									
Resolution Required - Ordinary / Special : Special									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 5									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	-
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	0	18043	-	100.00
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	-
		Poll*		14843	0.19	14843	0	100.00	-
		Total	7778194	28174	0.36	28174		100.00	-
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7911525</b>	<b>18043</b>	<b>99.77</b>	<b>0.23</b>

\*voting through ballot form at AGM.

Approval for remuneration of Shri G R Morarka for two years									
Resolution Required - Ordinary / Special : Special									
Whether promoters / promoters group are interested in the agenda / resolution? : Yes									
Resolution No. 6									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	5050392	64.06	5050392	0	100.00	-
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	0	18043	-	100.00
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	-
		Poll*		14843	0.19	14843	0	100.00	-
		Total	7778194	28174	0.36	28174	18043	100.00	64.04
		<b>Total</b>	<b>16314676</b>	<b>5096609</b>	<b>31.24</b>	<b>5078566</b>	<b>18043</b>	<b>99.65</b>	<b>0.35</b>

\*voting through ballot form at AGM.





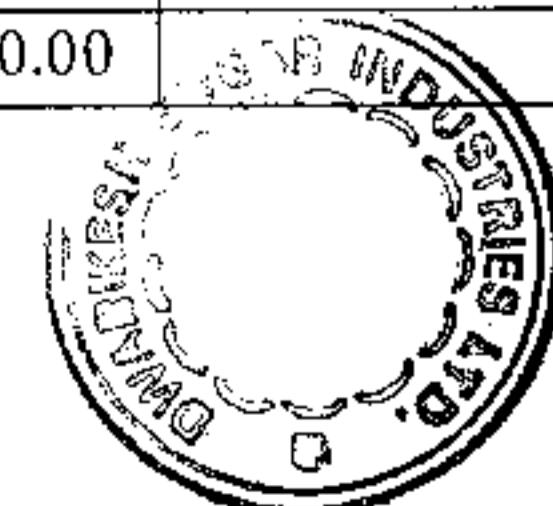
## C. DETAILS OF VOTING RESULTS - ITEMS OF RESOLUTION WISE

Approval / Ratification for cost auditors remuneration									
Resolution Required - Ordinary / Special : Ordinary									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 7									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	0
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	18043	0	100.00	0
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	0
		Poll*		14843	0.19	14843	0	100.00	0
		Total	7778194	28174	0.36	28174	0	100.00	0
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7929568</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\*voting through ballot form at AGM.

Approval for re classification of share capital of the company									
Resolution Required - Ordinary / Special : Ordinary									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 8									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	0
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	18043	0	100.00	0
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	0
		Poll*		14843	0.19	14843	0	100.00	0
		Total	7778194	28174	0.36	28174	0	100.00	0
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7929568</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\*voting through ballot form at AGM.







## C. DETAILS OF VOTING RESULTS - ITEMS OF RESOLUTION WISE

Approval for amendment of capital clause									
Resolution Required - Ordinary / Special : Special									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 9									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	0
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	18043	0	100.00	0
3	Public - Others	E-Voting	7778194	13331	0.17	13331	0	100.00	0
		Poll*		14843	0.19	14843	0	100.00	0
		Total	7778194	28174	0.36	28174	0	100.00	0
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7929568</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\*voting through ballot form at AGM.

Approval for preferential allotment of securities									
Resolution Required - Ordinary / Special : Special									
Whether promoters / promoters group are interested in the agenda / resolution? : No									
Resolution No. 10									
Sr No	Promoter / Public	Mode of voting	Total 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
1	Promoters & Promoters Group	E-Voting	7883351	7883351	100.00	7883351	0	100.00	-
2	Public - Institutional Holders	E-Voting	653131	18043	2.76	18043	0	100.00	-
3	Public - Others	E-Voting	7778194	13331	0.17	11331	2000	85.00	15.00
		Poll*		14843	0.19	14843	0	100.00	-
		Total	7778194	28174	0.36	26174	2000	92.90	7.10
		<b>Total</b>	<b>16314676</b>	<b>7929568</b>	<b>48.60</b>	<b>7927568</b>	<b>2000</b>	<b>99.97</b>	<b>0.03</b>

\*voting through ballot form at AGM.



# D.P. Agarwal & Co.

## CHARTERED ACCOUNTANTS

4-B, BILQEES MANSION, 4<sup>TH</sup> FLOOR, 261/263, DR. D.N. ROAD, FORT, MUMBAI - 400 001

E-mail: dpagarwal@vsnl.net

DAMODAR P. AGARWAL  
B.COM., L.L.B. (Gen.)  
F.C.A., F.C.S.

Tel: 2263 6465  
Fax: 2263 6466  
Mob: 9820122793

August 6, 2016

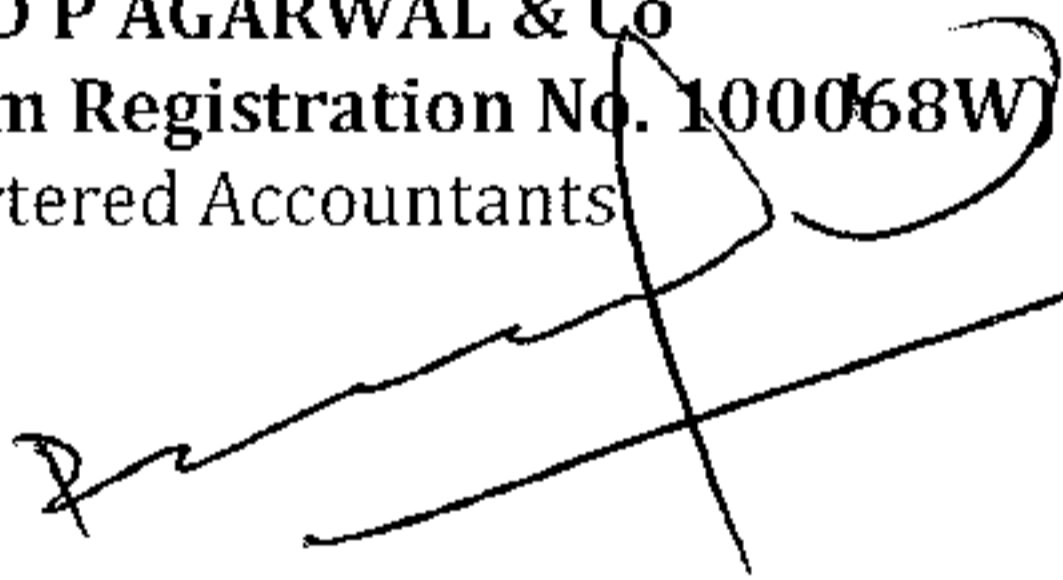
To,  
The Chairman,  
Dwarikesh Sugar Industries Limited  
[CIN: L15421UP1993PLC018642]  
Dwarikesh Nagar - 246 762,  
Dist. Bijnor, Uttar Pradesh

Dear Sir,

At the outset, I would like to express my gratitude to the Board of Directors of the Company for appointing me as the Scrutinizer for the remote e-Voting and voting by members of the Company at the Twenty Second Annual General Meeting held on August 5, 2016.

I am pleased to submit my Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For D P AGARWAL & Co  
(Firm Registration No. 100068W)  
Chartered Accountants



(D P Agarwal - Scrutinizer)  
(Proprietor)  
(Membership No. FCA 35500)



# D.P. Agarwal & Co.

## CHARTERED ACCOUNTANTS

4-B, BILQEES MANSION, 4<sup>TH</sup> FLOOR, 261/263, DR. D.N. ROAD, FORT, MUMBAI - 400 001

E-mail:dpagarwal@vsnl.net

DAMODAR P. AGARWAL  
B.COM., L.L.B. (Gen.)  
F.C.A., F.C.S.

Tel: 2263 6465  
Fax: 2263 6466  
Mob: 9820122793

### SCRUTINIZER'S REPORT

**Name of the Company** : Dwarikesh Sugar Industries Limited  
**Meeting** : 22<sup>nd</sup> Annual General Meeting  
**Date & Time** : Friday, August 05, 2016 at 10.00 a.m.  
**Venue** : Dwarikesh Nagar - 246 762, Dist. Bijnor, Uttar Pradesh

#### 1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the 22<sup>nd</sup> Annual General Meeting (AGM) of Dwarikesh Sugar Industries Limited hereinafter referred to as the Company held on Friday, August 05, 2016 at 10.00 a.m. at Dwarikesh Nagar - 246 762, Dist. Bijnor, Uttar Pradesh.

#### 2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM;

- On July 7, 2016 by email to 4,833 Members who had registered their email-ids with Depositories/the Company.
- On July 9, 2016, by courier / speed post / air mail to 4,063 Members in physical form.

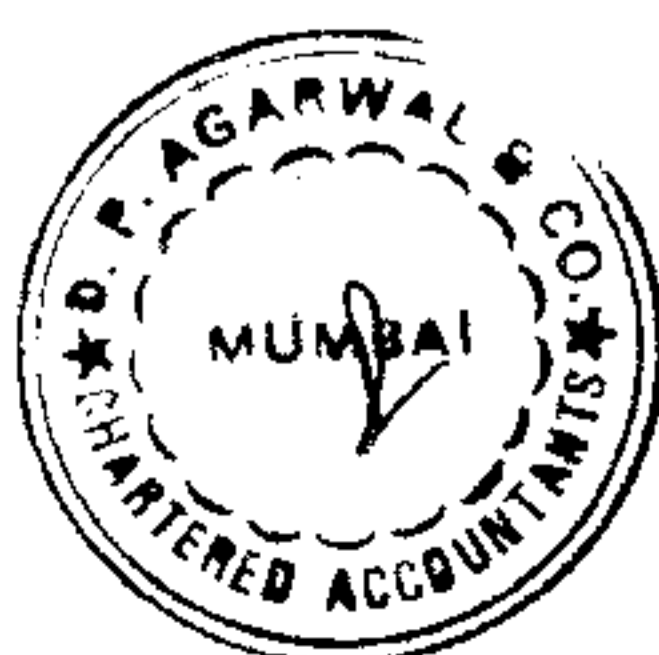
#### 3. Cut-Off Date:

The Voting rights were reckoned as on July 29, 2016 being the Cut-Off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the meeting.

#### 4. Remote e-Voting

##### 4.1 Agency:

The Company has appointed CDSL as the agency for providing the remote e-voting platform.



# D.P. Agarwal & Co.

## CHARTERED ACCOUNTANTS

4-B, BILQEES MANSION, 4<sup>TH</sup> FLOOR, 261/263, DR. D.N. ROAD, FORT, MUMBAI - 400 001

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DAMODAR P. AGARWAL  
B.COM., L.L.B. (Gen.)  
F.C.A., F.C.S.

Tel: 2263 6465  
Fax: 2263 6466  
Mob: 9820122793

### 4.2 Remote e-Voting:

Remote e-Voting platform was open from 9.00 a.m. on Tuesday, August 02, 2016 to 5.00 p.m. on Thursday, August 04, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by CDSL.

### 5. Voting at the AGM:

5.1 As prescribed under Rule 20 (40)(xii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the remote e-Voting agency provided us with the names, DP Id & Client ID/ folio numbers and shareholding of the members who had cast their votes through remote e-voting.

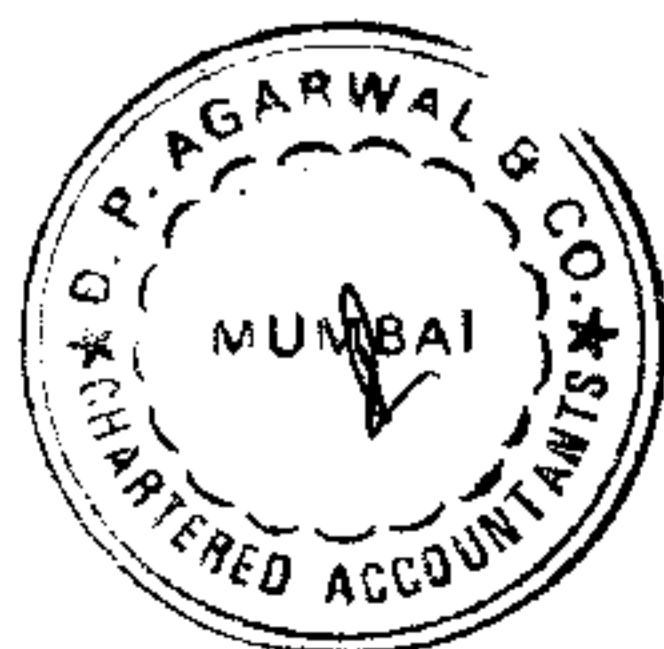
5.3 The Company had authorized CDSL to conduct voting facility at the Meeting through electronic means and CDSL facilitated the same.

### 6. Counting Process:

6.1 On completion of electronic voting as the meeting, CDSL provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the resolutions.

6.2 The votes were reconciled with the records maintained by the company and RTA with respect to the authorizations/ proxies lodged with the company.

6.3 I unblocked the remote e-Voting results on the CDSL E-Voting platform in presence of 2 members and downloaded the remote e-Voting results.



# D.P. Agarwal & Co.

## CHARTERED ACCOUNTANTS

4-B, BILQEES MANSION, 4<sup>TH</sup> FLOOR, 261/263, DR. D.N. ROAD, FORT, MUMBAI - 400 001

E-mail:dpagarwal@vsnl.net

DAMODAR P. AGARWAL  
B.COM., L.L.B. (Gen.)  
F.C.A., F.C.S.

Tel: 2263 6465  
Fax: 2263 6466  
Mob: 9820122793

### 7. Results:

7.1 I observed that


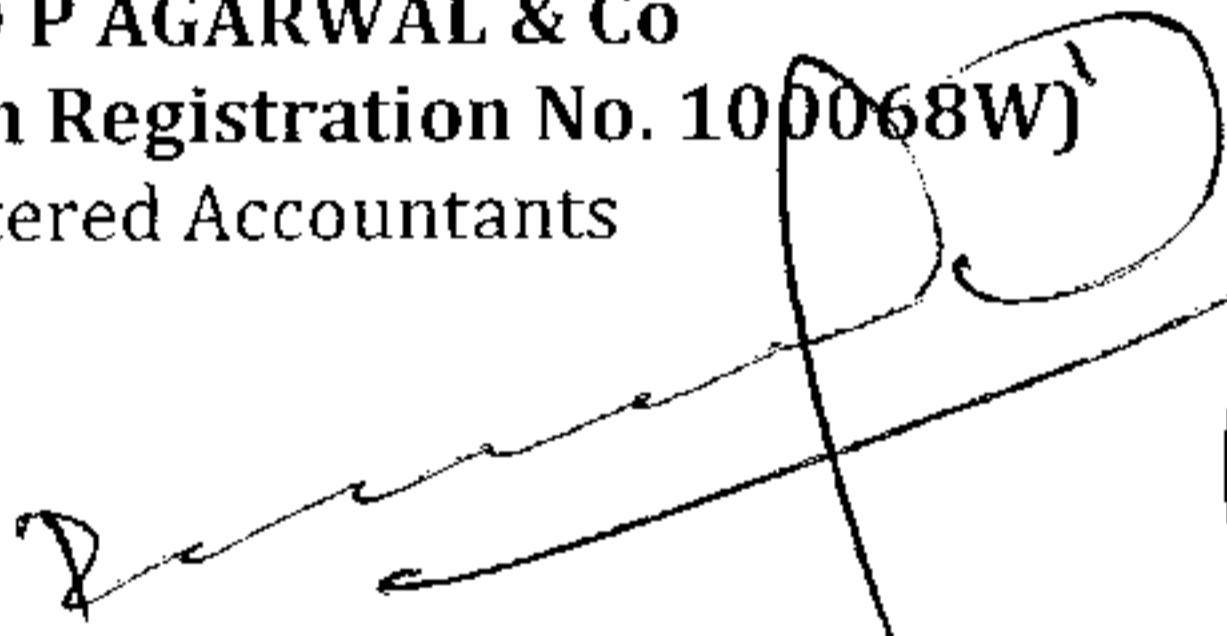
a) 25 members had cast their votes at the meeting; and

b) 13 members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each items on the agenda as set out in the Notice of the 22<sup>nd</sup> Annual General Meeting dated May 24, 2016 is enclosed.

7.3 Based on the aforesaid results, I report that, Six (6) Ordinary Resolutions as contained in Item No.1 to Item No. 4, Item No. 7, Item No. 8 and Four (4) Special Resolutions as contained in Item No. 5, Item No. 6, Item No. 9 & Item No. 10 have been passed with requisite majority.

For D P AGARWAL & Co  
(Firm Registration No. 100068W)  
Chartered Accountants



(D P Agarwal - Scrutinizer)  
(Proprietor)  
(Membership No. FCA 35500)

Date : August 8, 2016

Place : Mumbai

# D.P. Agarwal & Co.

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### CONSOLIDATED RESULTS

#### Item No. 1: Ordinary Resolution:

#### Adoption of Directors Report, Auditors Report & Audited Financial Statements for year ended 31<sup>st</sup> March, 2016.

##### 1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
38	7929568	100

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

#### Item No. 2: Ordinary Resolution:

#### Re-appointment of Mr. B J Maheshwari (DIN 00002075); who retires by rotation.

##### 1. Voted in favour of the resolution:

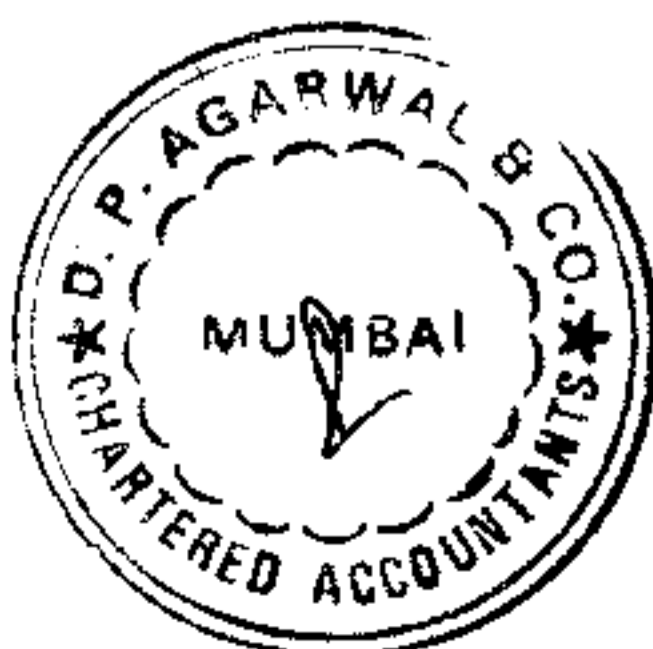
Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
38	7929568	100

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



# D.P. Agarwal & Co.

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### Item No. 3: Ordinary Resolution:

#### Re-appointment of Mr. Vijay S Banka (DIN 00963355); who retires by rotation.

##### 1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
38	7929568	100

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

### Item No. 4: Ordinary Resolution:

#### Re-appointment of M/s SS Kothari Mehta & Co., Chartered Accountants, New Delhi, as Statutory Auditors.

##### 1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
37	7911525	99.77

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
1	18043	0.23

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



# D.P. Agarwal & Co.

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### Item No. 5: Special Resolution:

#### Adoption of new Articles of Association.

##### 1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
37	7911525	99.77

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
1	18043	0.23

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

### Item No. 6: Special Resolution:

#### Approval for remuneration of Shri G R Morarka for two years.

##### 1. Voted in favour of the resolution:

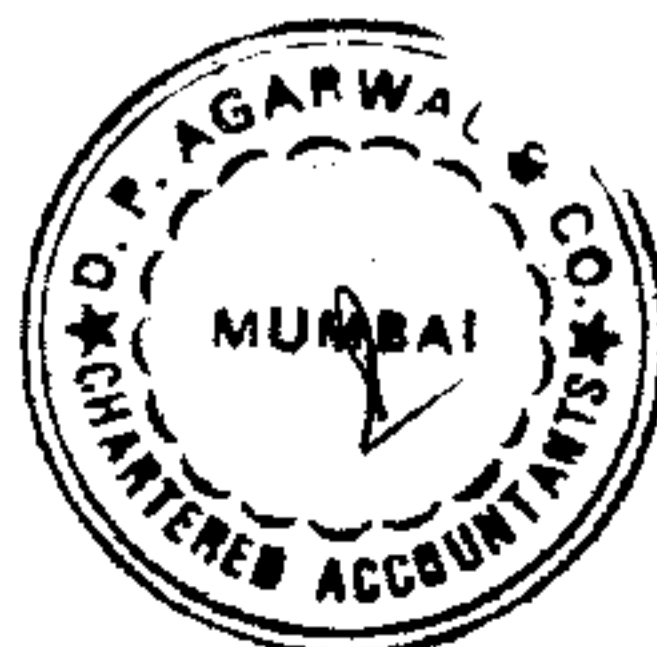
Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
37	5078566	99.65

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
1	18043	0.35

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0





# D.P. Agarwal & Co.

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### Item No. 7: Ordinary Resolution:

#### Approval / Ratification for cost auditor's remuneration.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
38	7929568	100

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

### Item No. 8: Ordinary Resolution:

#### Approval for re classification of share capital of the company.

1. Voted in favour of the resolution:

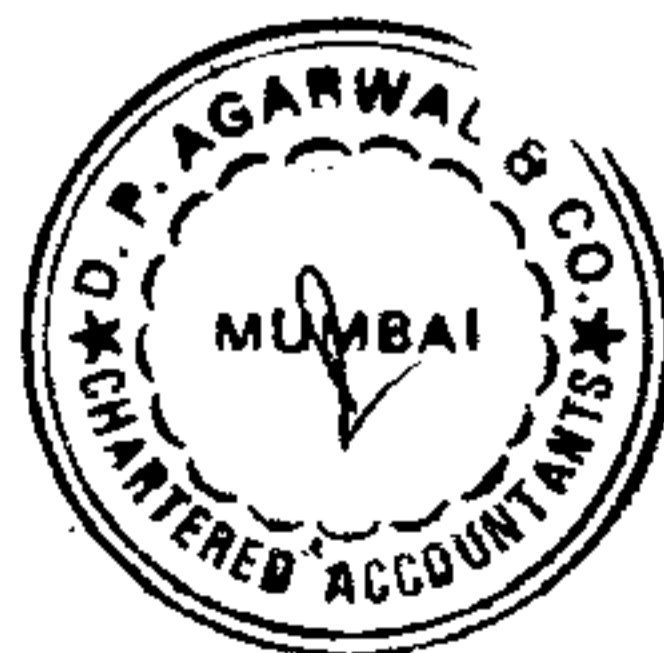
Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
38	7929568	100

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



# D.P. Agarwal & Co.

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### Item No. 9: Special Resolution:

#### Approval for amendment of capital clause.

##### 1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
38	7929568	100

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

### Item No. 10: Special Resolution:

#### Approval for preferential allotment of securities.

##### 1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
37	7927568	99.97

##### 2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
1	2000	0.03

##### 3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

For D P AGARWAL & Co  
(Firm Registration No. 100068W)  
Chartered Accountants

(D P Agarwal - Scrutinizer)  
(Proprietor)  
(Membership No. FCA 35500)



Place: Mumbai

Date : August 6, 2016