



# DWARIKESH SUGAR INDUSTRIES LIMITED

Corp. Off.: 511, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021. Tel.: 2283 2468, 2204 2945 Fax : 2204 7288  
E-mail : dsilbom@dwarikesh.com • Website : www.dwarikesh.com • CIN : L15421UP1993PLC018642

REF: DSIL/2017-18/278

Date:-31/07/2017

Corporate Relationship Department  
BSE Ltd.  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J. Towers  
Dalal Street, Fort  
Mumbai - 400 001

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

**Ref: Scrip Code - 532610**

**Ref: Scrip Code - DWARKESH**


**Sub: Regulation 44 of the SEBI (LODR), Regulations, 2015 - Postal Ballot - Voting Results**

Dear Sir,

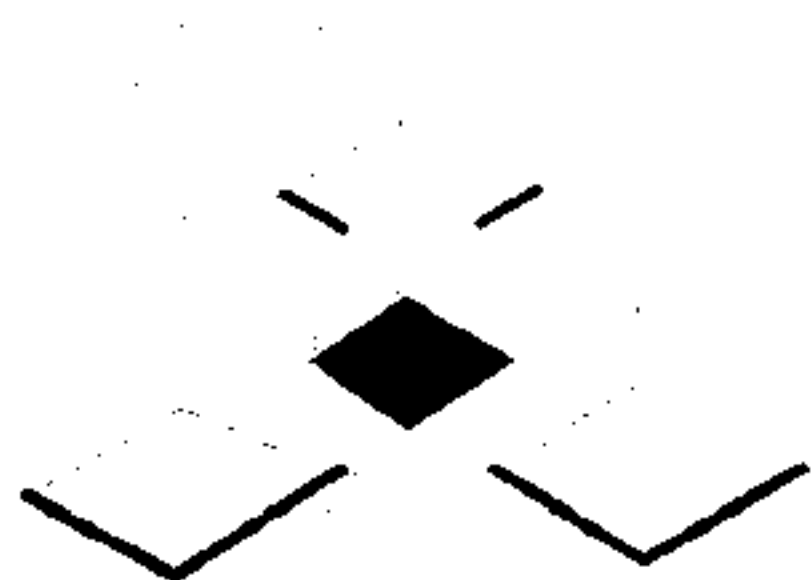
In accordance with the Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the details of voting on resolutions passed by the shareholders through remote e-voting and postal Ballot, detailing the results of the voting. The postal ballot was held between June 30, 2017 - July 29, 2017 in accordance with the Postal Ballot Notice dated June 2, 2017.

The details of each agenda item are enclosed hereto. Kindly note that all resolutions were passed with requisite majority. We request you to take the aforesaid notification on record.

Thanking you,

  
E. J. Maheshwari  
Whole Time Director & CS cum CCO  
(DIN: 00002075)

Encl: as above.



### Postal Ballot Voting Results

Date of the Postal Ballot	29 <sup>th</sup> July 2017
Total number of Shareholders on record date	11734
No. of Shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	
Public	
Agenda wise disclosure (to be disclosed separately for each agenda item)	



Sub-division of 1 (one) Equity Share of face value of Rs 10/- each into 10 (Ten) Equity Shares of Rs. 1/- each.									
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	0.00
2	Public - Institutional Holders	E-Voting	968380	596282	61.58	596282	0	100.00	0.00
3	Public - Others	E-Voting	9978416	31034	0.31	30934	100	99.68	0.32
		Postal Ballot		1883	0.02	1831	2	97.24	0.11
		Total	9978416	32917	0.33	32765	102	99.54	0.31
		<b>Total</b>	<b>18830147</b>	<b>8512550</b>	<b>45.21</b>	<b>8512398</b>	<b>102</b>	<b>100.00</b>	<b>0.00</b>

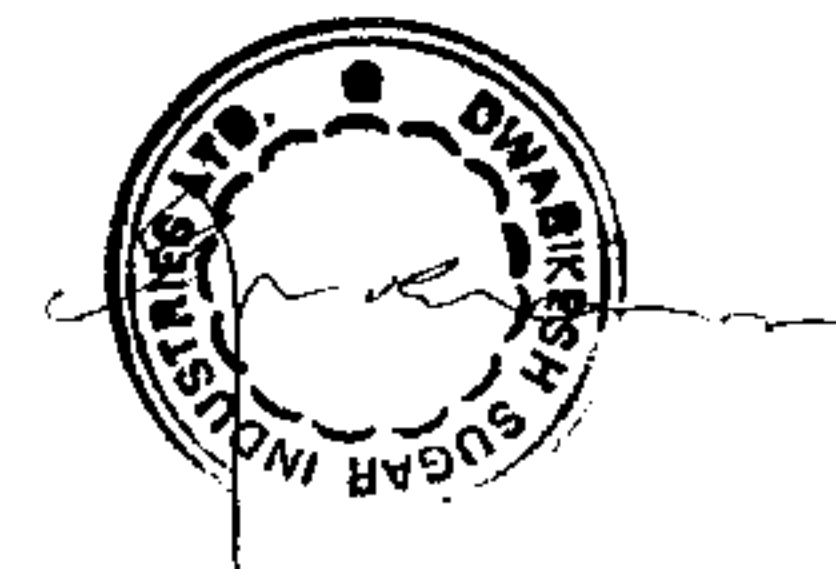
Public Institutions include Banks, Financial Institutions, FI's and Insurance Companies.

Public -Non Institutions include Directors, Foreign Corporate Bodies, HUF, NRI's, Trusts, Foreign Nationals, Clearing Members, Body Corporates, Mutual Funds and employees

Alteration of Capital Clause of Memorandum of Association.									
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
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3	Public - Others	E-Voting	9978416	31034	0.31	30934	100	99.68	0.32
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		<b>Total</b>	<b>18830147</b>	<b>8512550</b>	<b>45.21</b>	<b>8512398</b>	<b>102</b>	<b>100.00</b>	<b>0.00</b>

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Sub-division of 1 (one) Equity Share of face value of Rs 10/- each into 10 (Ten) Equity Shares of Rs. 1/- each.

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
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2	Public - Institutional Holders	E-Voting	968380	596282	61.58	596282	0	100.00	0.00
3	Public - Others	E-Voting	9978416	31034	0.31	30934	100	99.68	0.32
		Postal Ballot		1833	0.02	1831	2	99.89	0.11
		Total	9978416		0.33	32765			
		<b>Total</b>	<b>18830147</b>	<b>8512500</b>	<b>45.21</b>	<b>8512398</b>	<b>102</b>	<b>100.00</b>	<b>0.00</b>

Public Institutions include Banks, Financial Institutions, FII's and Insurance Companies.

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Alteration of Capital Clause of Memorandum of Association.

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	0.00
2	Public - Institutional Holders	E-Voting	968380	596282	61.58	596282	0	100.00	0.00
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		Postal Ballot		1833	0.02	1831	2	99.89	0.11
		Total	9978416		0.33	32765			
		<b>Total</b>	<b>18830147</b>	<b>8512500</b>	<b>45.21</b>	<b>8512398</b>	<b>102</b>	<b>100.00</b>	<b>0.00</b>

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# D.P. Agarwal & Co.

## CHARTERED ACCOUNTANTS

4-B, BILQUEES 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

To,

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

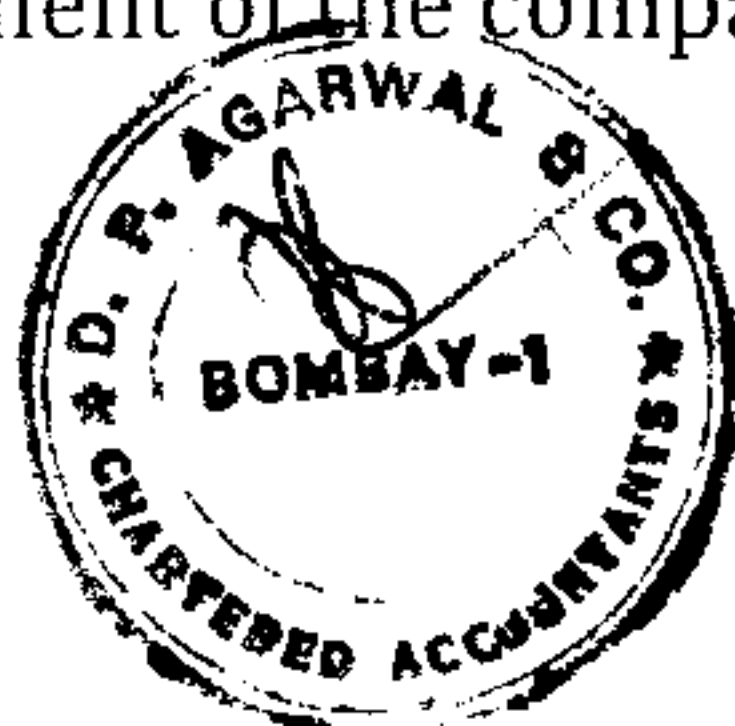
Dear Sir,

**Sub: Consolidated Scrutinizers Report on Postal Ballot and remote E-Voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of passing of the resolutions contained in the Notice dated June 2, 2017**

I was appointed as the Scrutinizer by the Board of Directors of Dwarikesh Sugar Industries Limited, pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 to conduct the remote E-Voting process and Postal Ballot in respect of the below mentioned resolutions proposed through postal ballot.

In accordance with the Notice of Postal Ballot dated June 2, 2017 dispatched to the shareholders by prescribed mode and the Advertisement published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on the voting commenced on Thursday, June 30, 2017 (9.00 Hours IST) and ended on Saturday, July 29, 2017 (17.00Hours IST) for physical ballot and as well as for e-voting.

The e-voting facility was provided by Central Depository Services (India) Limited (CDSL). The votes were unblocked on Saturday, July 29, 2017 (17.05 Hours IST) in the presence of two witnesses, viz., Ms Tejal Kondlekar having office at 4-B,Bilquees Mansion ,4<sup>th</sup> Floor ,261/63 ,Dr D N Road ,Mumbai 400001 and Mr Shankar having office at 4-B,Bilquees Mansion ,4<sup>th</sup> Floor ,261/63 ,Dr D N Road ,Mumbai 400001 ,who are not in employment of the company.



# 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  
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The shareholders of the Company holding shares as on the Cut-off date of June 23, 2017 were entitled to vote on the resolutions as contained in the Notice of postal Ballot.

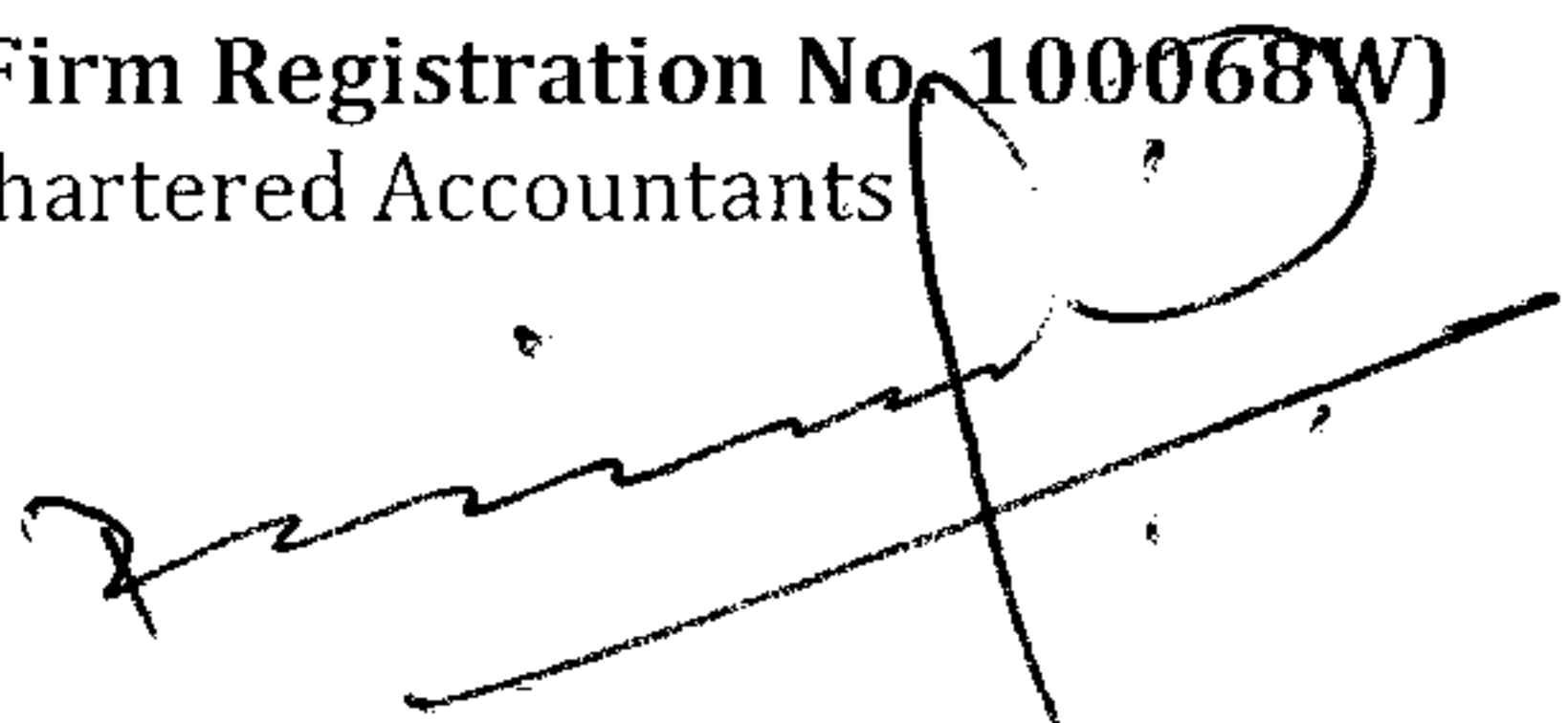
After the closure of the e-voting, the report on the said voting taken was generated in my presence and the voting was diligently scrutinized. The votes cast under remote e-voting facility were thereafter unblocked in the presence of the two witnesses mentioned hereinabove.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the CDSL e-voting system.

With respect to physical ballot, the ballot papers received were reconciled with the records maintained by the company/R&TA and the authorizations/power of attorney etc., lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot. There was 1 (one) invalid ballot.

I now submit my consolidated report as under on the result of the remote e-voting, and physical ballot papers in respect of the resolutions contained in the Notice of postal Ballot.

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



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



Date : July 31, 2017

Place : Mumbai

# D.P. Agarwal & Co.

## CHARTERED ACCOUNTANTS

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### CONSOLIDATED RESULTS

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

Sub-division of 1 (one) Equity Share of face value of Rs 10/- each into 10 (Ten) Equity Shares of Rs. 1/- each.

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

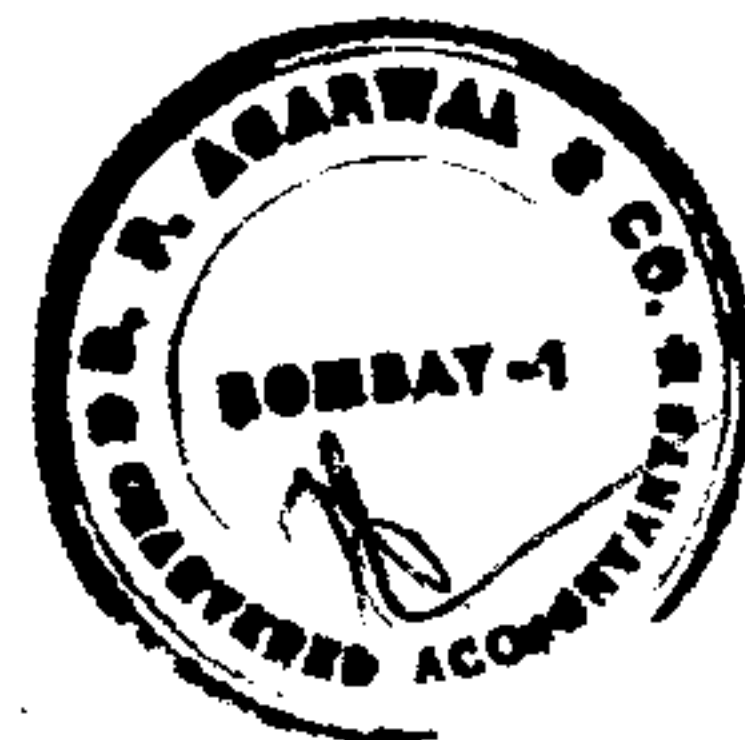
	Total Number of members voted	Total Number of votes cast by them (shares)	% of total numbers of valid votes cast
Remote E-Voting	41	8510567	99.97
Voting by Postal Ballot	9	1831	0.02
Total	50	8512398	99.99

#### 2. Voted against the resolution:

	Total Number of members voted	Total Number of votes cast by them (shares)	% of total numbers of valid votes cast
Remote E-Voting	1	100	0.01
Voting by Postal Ballot	1	2	0.00
Total	2	102	0.01

#### 3. Invalid votes:

	Total Number of members voted	Total Number of votes cast by them (shares)
Remote E-Voting	0	0
Voting by Postal Ballot	1	50
Total	1	50





# D.P. Agarwal & Co.

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### Item No. 2: Ordinary Resolution:

#### Alteration of Capital Clause of Memorandum of Association.

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

	Total Number of members voted	Total Number of votes cast by them (shares)	% of total numbers of valid votes cast
Remote E-Voting	41	8510567	99.97
Voting by Postal Ballot	9	1831	0.02
Total	50	8512398	99.99

#### 5. Voted against the resolution:

	Total Number of members voted	Total Number of votes cast by them (shares)	% of total numbers of valid votes cast
Remote E-Voting	1	100	0.01
Voting by Postal Ballot	1	2	0.00
Total	2	102	0.01

#### 6. Invalid votes:

	Total Number of members voted	Total Number of votes cast by them (shares)
Remote E-Voting	0	0
Voting by Postal Ballot	1	50
Total	1	50

The final analysis combining the e-voting and voting by postal ballot is annexed herewith as annexure A. The Register, all other papers and relevant records relating to remote e-voting and voting by postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same would be handed over to the company secretary of the company for the safe keeping.

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

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



Date : July 31, 2017

Place : Mumbai



# 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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B.COM., L.L.B. (Gen.)

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THE FINAL ANALYSIS COMBINING THE E-VOTING AND VOTING BY POSTAL BALLOT IS AS FOLLOWS:-

Resolution No.	Particulars	Total Number of Shares Voted	Voted in Favour	Voted against	Percentage (in favour)	Result
1	Sub division of Shares	8512500	8512398	2	100%	Approved
2	Amendment of capital clause in M&A	8512500	8512398	2	100%	Approved



# D.P. Agarwal & Co.

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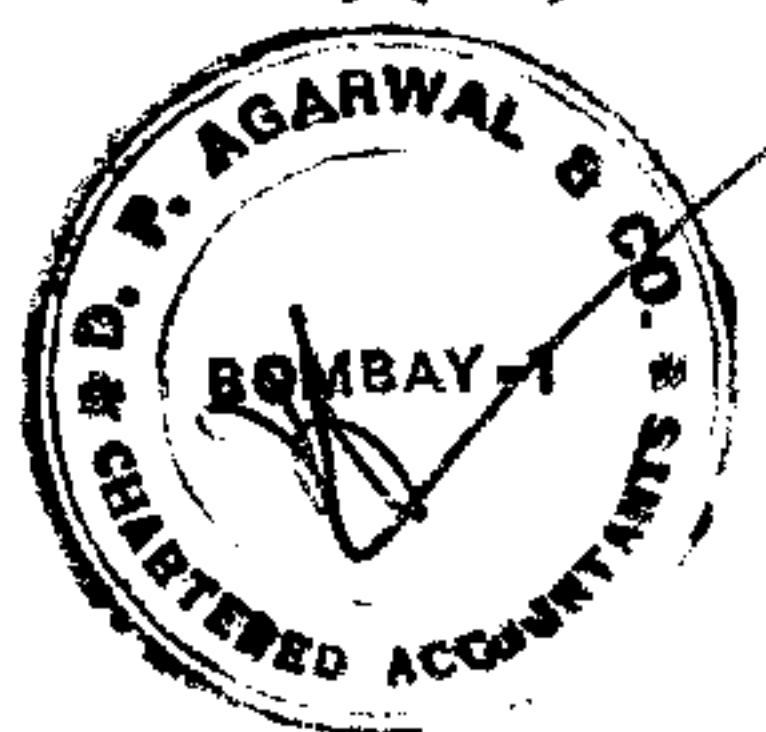
Tel: 2263 6465  
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July 31, 2017

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 postal ballot process of your company pursuant to section 110 and other applicable provisions, if any of the companies Act, 2013 read with Rule 22 and other applicable provisions, if any, of the Companies (Management and Administration Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force) the Company-hereby report the results of the postal ballot exercised by the shareholders either by e-voting or by physical submission of duly signed and completed postal ballot forms in respect of Two resolutions, the first resolution mentioned in item No 1 of the Notice of the Postal Ballot dated June 2, 2017 pertaining 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 Rs. 10/- each fully paid-up be sub-divided into 10(Ten) Equity Shares of the face value of Re. 1/- each fully paid-up and resolution as specified in item no. 2 mentioned in the Notice of the Postal Ballot dated June 2, 2017 pertaining 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, for alteration of capital clause of Memorandum of Association.



# D.P. Agarwal & Co.

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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)

