

Evoting & Poll Results

Resolution 1

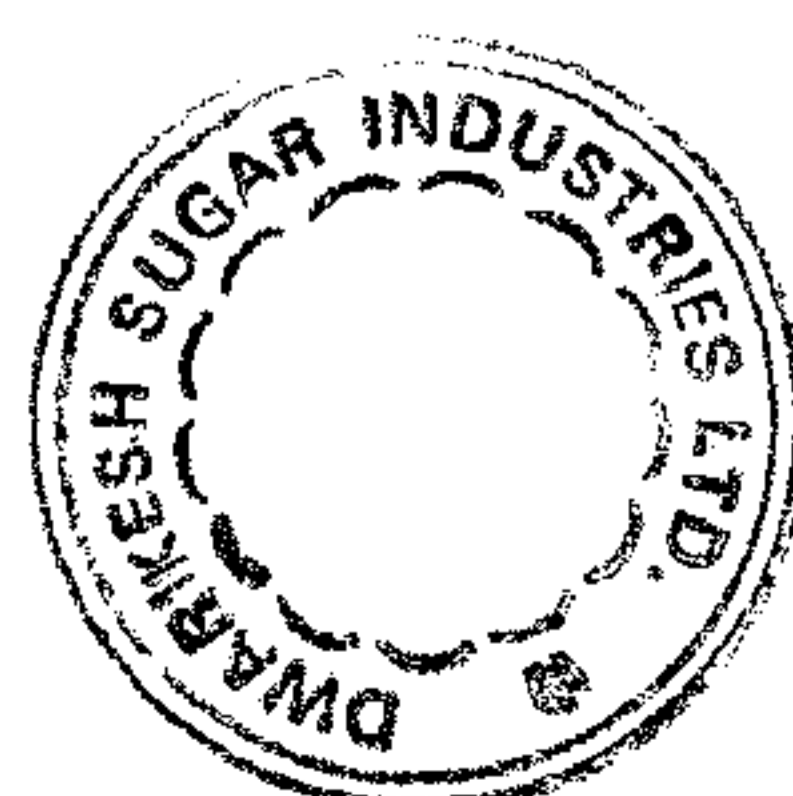
Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes Polled	% of votes against on votes Polled
	(1)	(2)	(3) = [2/1]*100	(4)	(5)	(6) = [4/2]*100	(7) = [5/2]*100
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22342	100	99.55	0.45
Total	16314676	7905793	48.46	7905693	100	99.999	0.001

Resolution 2

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	5056692	0	64.14	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	5078834	300	64.24	0.004

Resolution 3

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004



Resolution 4

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004

Resolution 5

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	21842	600	97.33	2.67
Total	16314676	7905793	48.46	7905193	600	99.992	0.008

Resolution 6

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22342	100	99.55	0.45
Total	16314676	7905793	48.46	7905693	100	99.999	0.001



Resolution 7

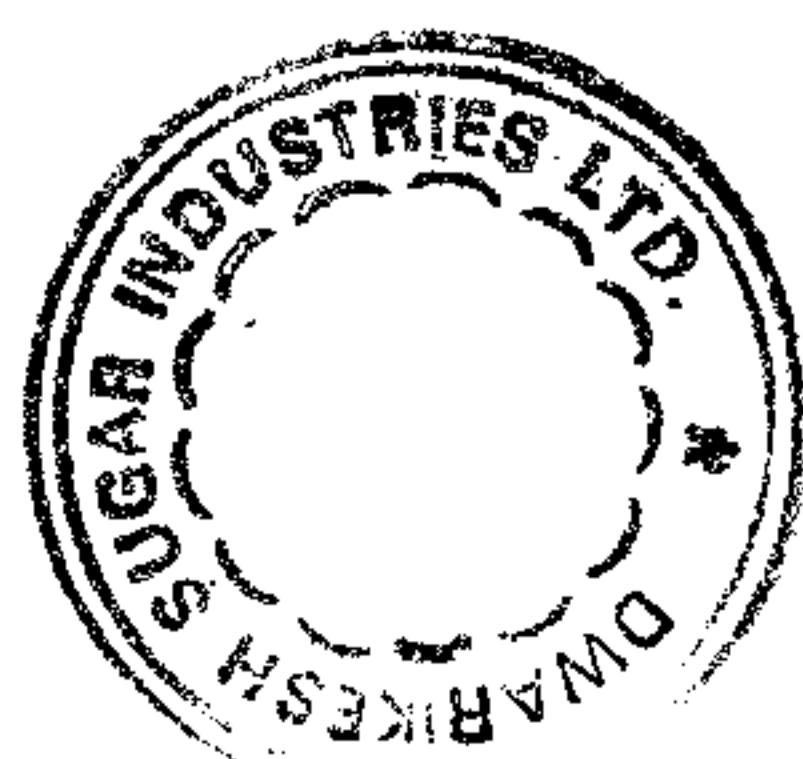
Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes Polled	% of votes against on votes Polled
	(1)	(2)	(3) = [2/1]*100	(4)	(5)	(6) = [4/2]*100	(7) = [5/2]*100
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22242	200	99.11	1.34
Total	16314676	7905793	48.46	7905593	200	99.997	0.003

Resolution 8

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004

Resolution 9

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004



Resolution 10

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004

Resolution 11

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004

Resolution 12

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004



Resolution 13

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004

Resolution 14

Promoter/Public	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
Promoter and Promoter Group	7883351	7883351	100.00	7883351	0	100.00	0.00
Public Institutional Holders	199232	0	0.00	0	0	0.00	0.00
Public Others	8232093	22442	0.27	22142	300	98.66	1.34
Total	16314676	7905793	48.46	7905493	300	99.996	0.004



D.P. Agarwal & Co.

CHARTERED ACCOUNTANTS

4-B, BILQEES MANSION, 4TH 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

September 21, 2015

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 First Annual General Meeting held on September 19, 2015.

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

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SCRUTINIZER'S REPORT

Name of the Company : Dwarikesh Sugar Industries Limited
Meeting : 21st Annual General Meeting
Date & Time : Saturday, September 19, 2015 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 21st Annual General Meeting (AGM) of Dwarikesh Sugar Industries Limited hereinafter referred to as the Company held on Saturday, September 19, 2015 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 August 21, 2015 by email to 5,338 Members who had registered their email-ids with Depositories/the Company.
- On August 22, 2015, by courier to 4, 677 Members in physical form.

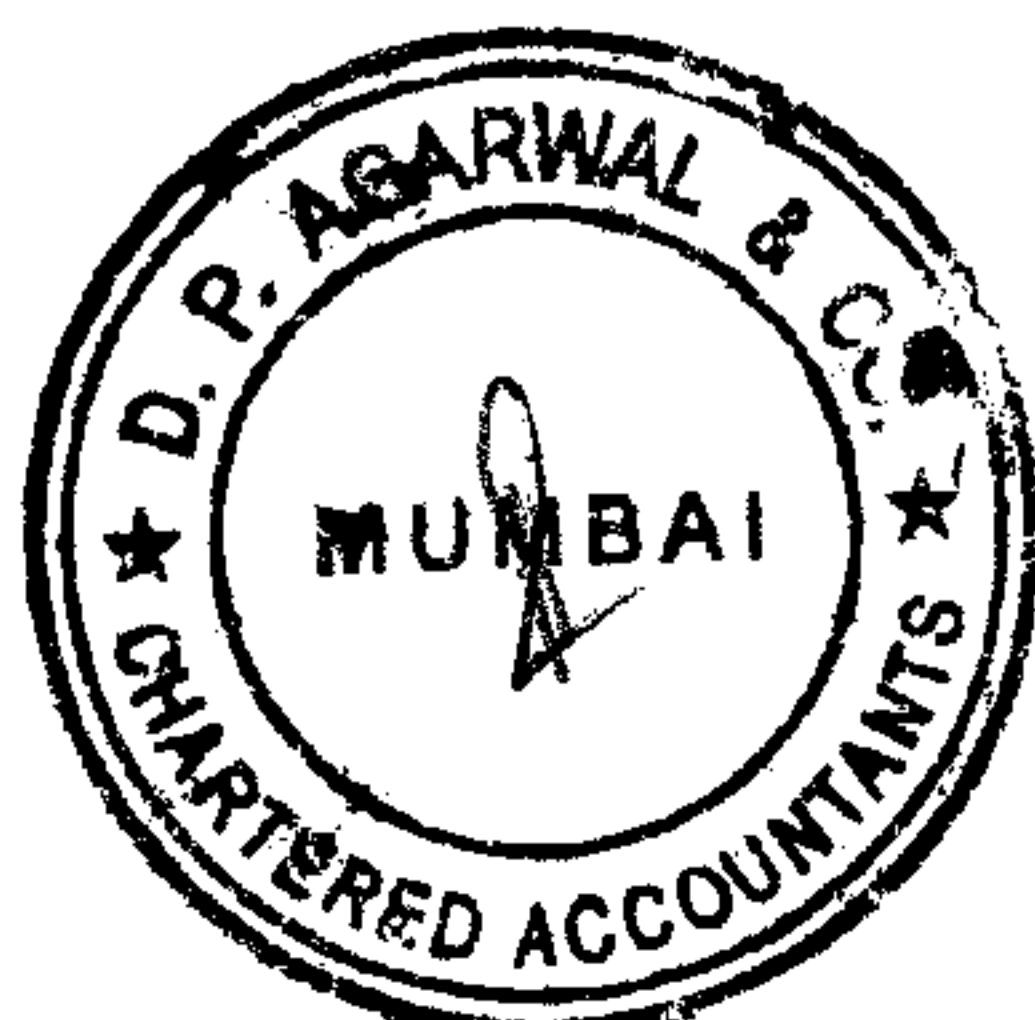
3. Cut-Off Date:

The Voting rights were reckoned as on September 12, 2015 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.

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4.2 Remote e-Voting:

Remote e-Voting platform was open from 9.00 a.m. on Wednesday, September 16, 2015 to 5.00 p.m. on Friday, September 18, 2015 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.

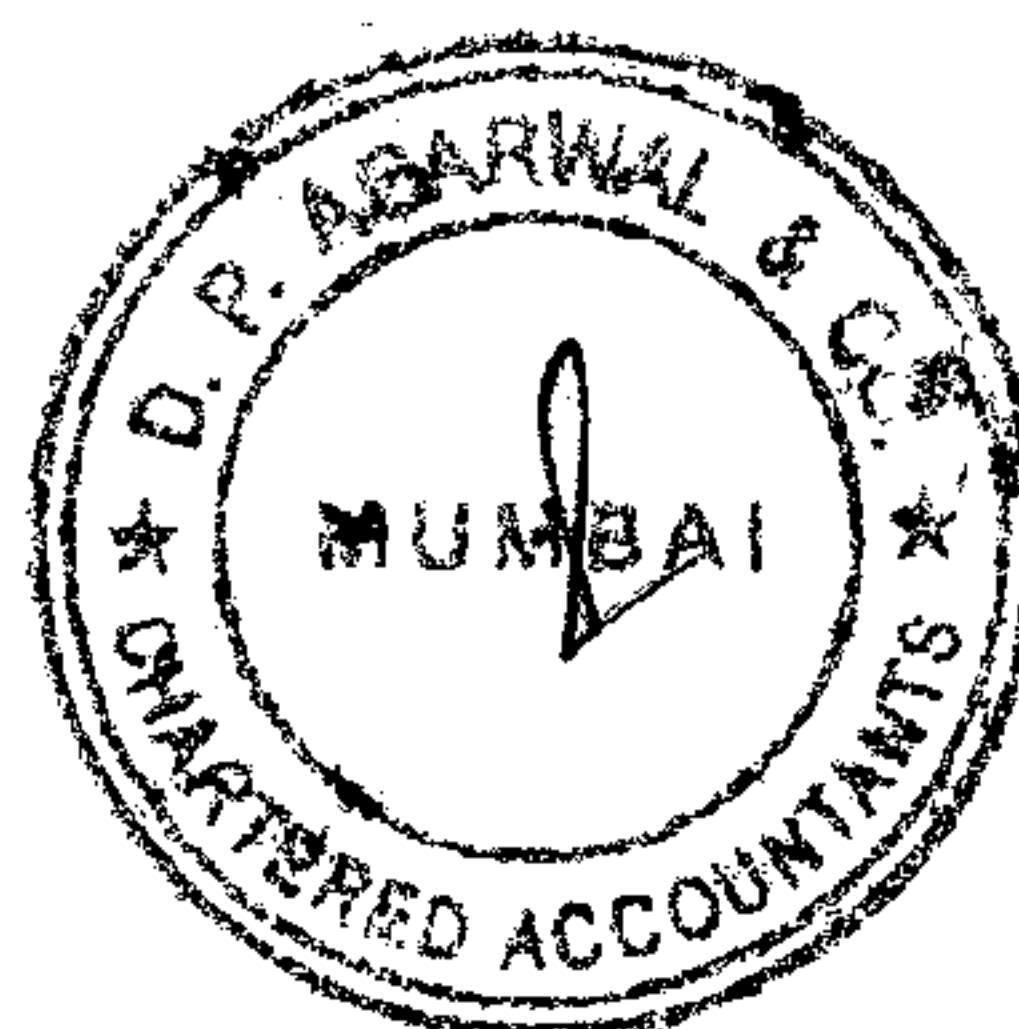
5.3 The Company had authorized CDSL to conduct voting facility at the Meeting through electronic means and CDSL facilitated the same.

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.



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7. Results:

7.1 I observed that


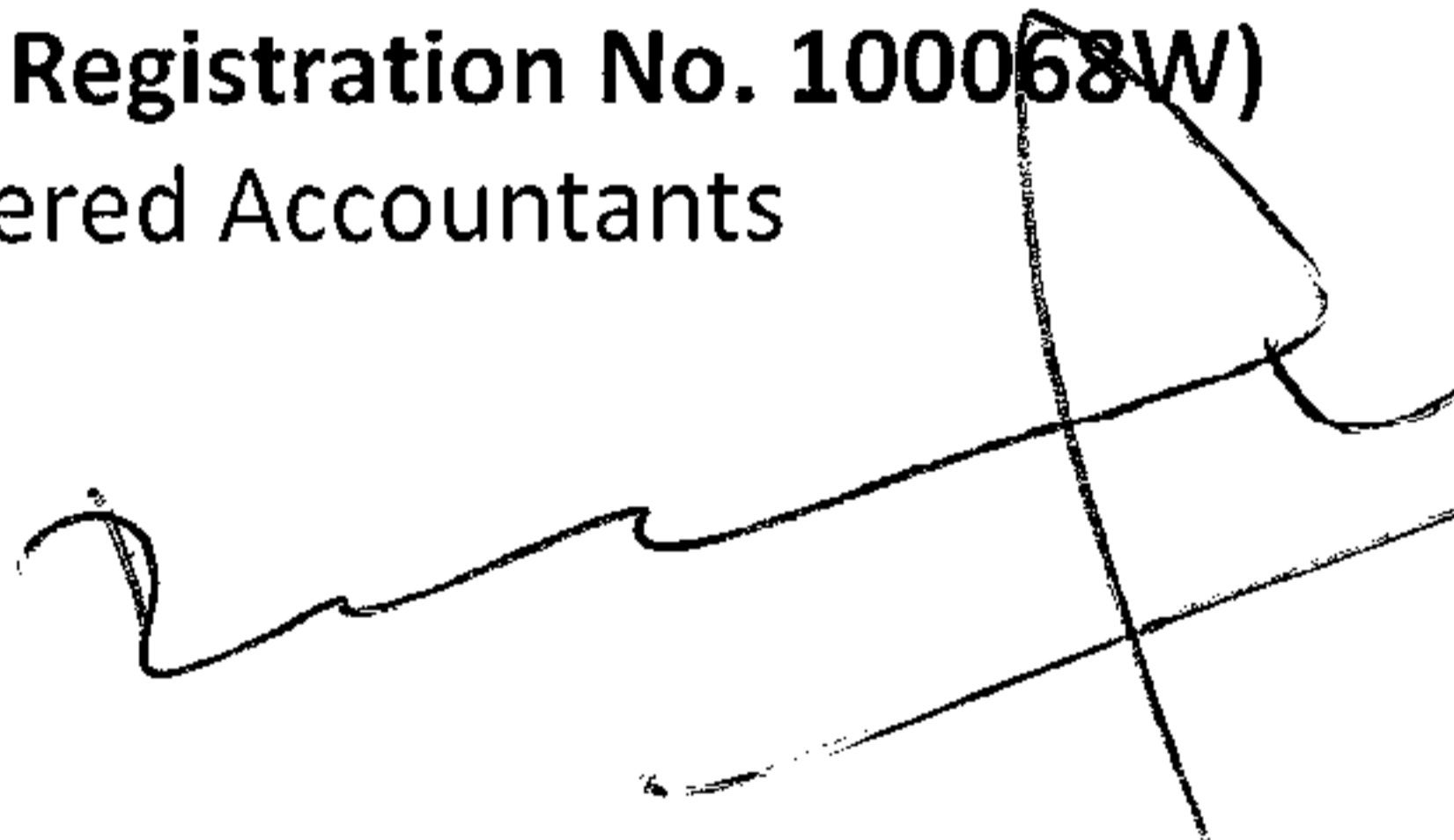
a) 26 members had cast their votes at the meeting; and

b) 17 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 21st Annual General Meeting dated May 28, 2015 is enclosed.

7.3 Based on the aforesaid results, I report that, Eight (8) Ordinary Resolutions as contained in Item No.1 to Item No. 3, Item No. 5, Item No. 6, Item No. 7, Item No. 10, Item No. 11 and Six (6) Special Resolutions as contained in Item No. 4, Item No. 8, Item No. 9, Item No. 12, Item No. 13, Item No. 14 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 : September 21, 2015

Place : Mumbai

D.P. Agarwal & Co.

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CONSOLIDATED RESULTS

Item No. 1: Ordinary Resolution:

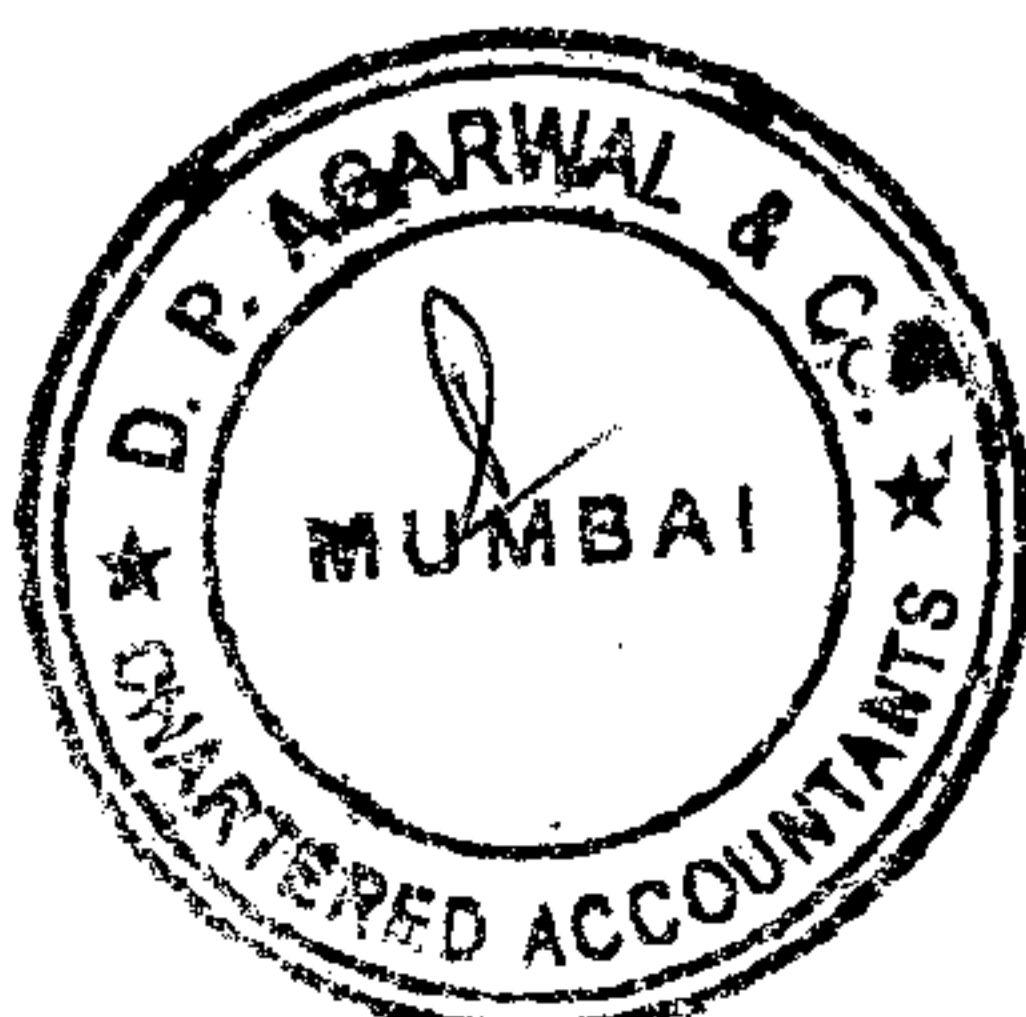
Adoption of Audited Financial Statements for period ended 31st March, 2015.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	7898103	26	7590	42	7905693	99.999%
Dissent	1	100	0	0	1	100	0.001%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

Item No. 2: Ordinary Resolution:

Re-appointment of Mr. G R Morarka, Managing Director retiring by rotation.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	5071244	26	7590	40	5078834	64.242%
Dissent	2	300	0	0	2	300	0.004%
Abstain	1	2826659	0	0	1	2826659	35.754%
Total	17	7898203	26	7590	43	7905793	100.000%



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CONSOLIDATED RESULTS

Item No. 3: Ordinary Resolution:

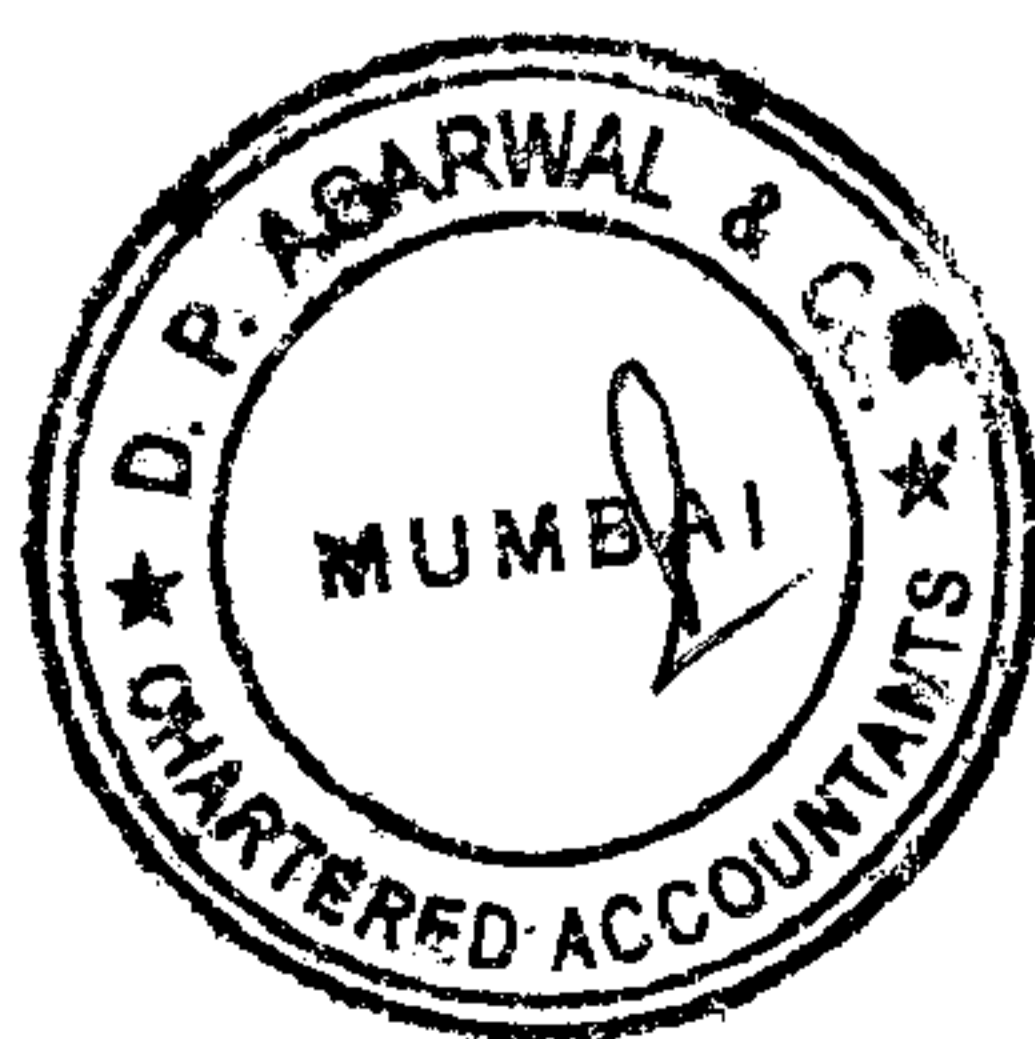
Re-appointment of M/s S S Kothari Mehta & Co., Chartered Accountants, New Delhi, as Statutory Auditors.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

Item No. 4: Special Resolution:

To Lease the office premise for the company from Morarka Finance Limited for a period of 11 months with right to renew.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%



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CONSOLIDATED RESULTS

Item No. 5: Ordinary Resolution:

Appointment of Ms. Malathi Mohan as an Independent Director.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897603	26	7590	41	7905193	99.992%
Dissent	2	600	0	0	2	600	0.008%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

Item No. 6: Ordinary Resolution:

Appointment of Mr B K Agarwal as an Independent Director.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	7898103	26	7590	42	7905693	99.999%
Dissent	1	100	0	0	1	100	0.001%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%



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CONSOLIDATED RESULTS

Item No. 7: Ordinary Resolution:

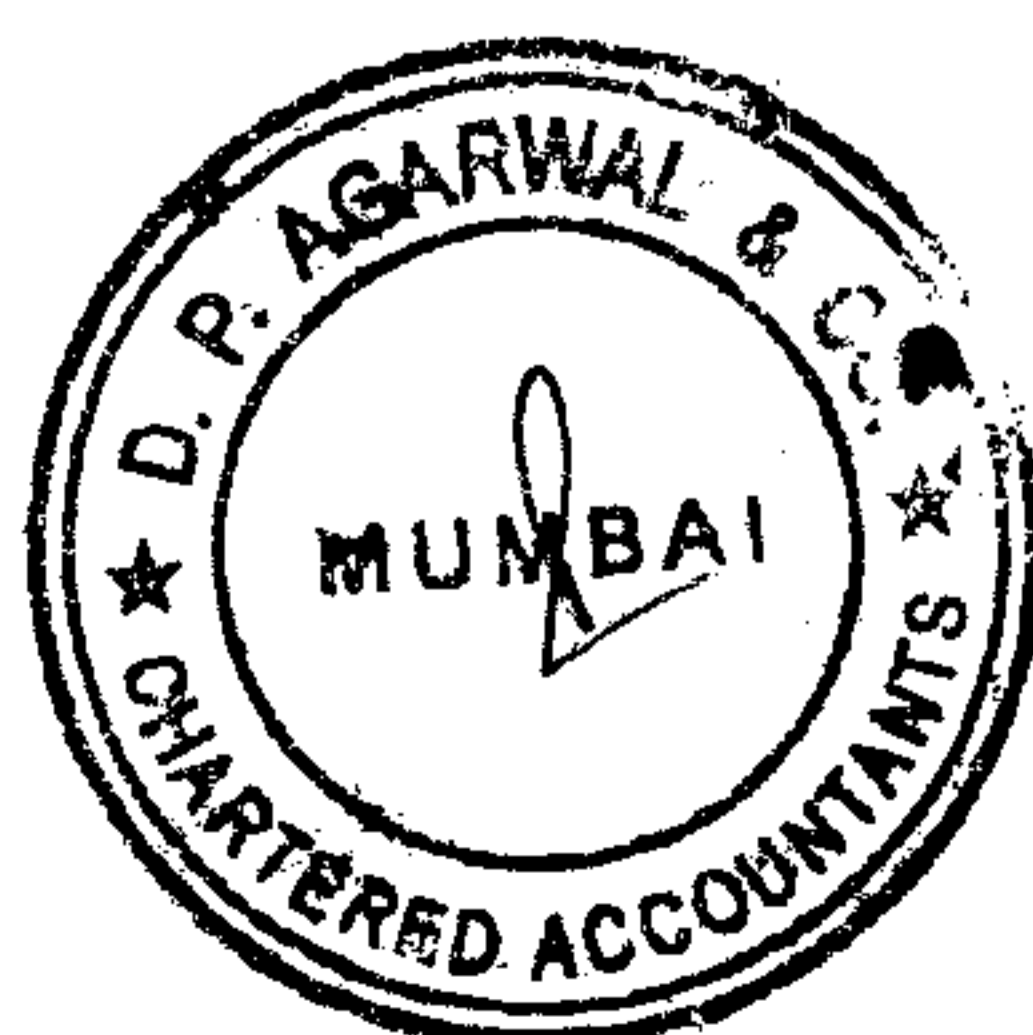
Appointment of Mr K N Prithviraj as an Independent Director.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7898003	26	7590	41	7905593	99.997%
Dissent	2	200	0	0	2	200	0.003%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

Item No. 8: Special Resolution:

Re- appointment and fixation of remuneration of Mr B J Maheshwari as a Whole Time Director & CS Cum CCO.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%



D.P. Agarwal & Co.

CHARTERED ACCOUNTANTS

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

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DAMODAR P. AGARWAL
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Tel: 2263 6465
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CONSOLIDATED RESULTS

Item No. 9: Special Resolution:

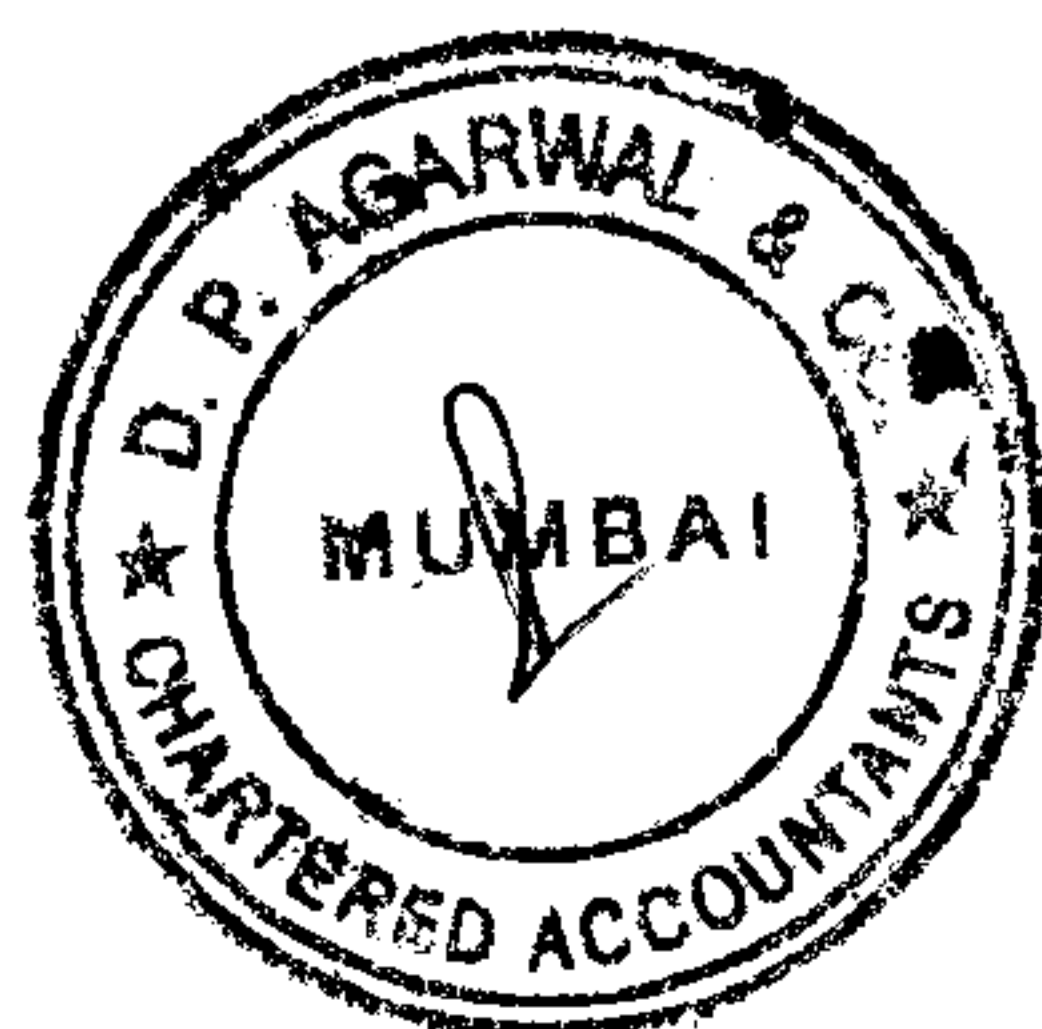
Re- appointment and fixation of remuneration of Mr. Vijay S Banka as a Whole Time Director & CFO

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

Item No. 10: Ordinary Resolution:

To Authorise payment of remuneration to Non-Executive Directors by way of sitting fee, Reimbursement of out of pocket expenses incurred by them for attending the meeting of the Board of Directors or Committee.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	7897873	26	7590	40	7905463	99.996%
Dissent	3	330	0	0	3	330	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%



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CONSOLIDATED RESULTS

Item No. 11: Ordinary Resolution

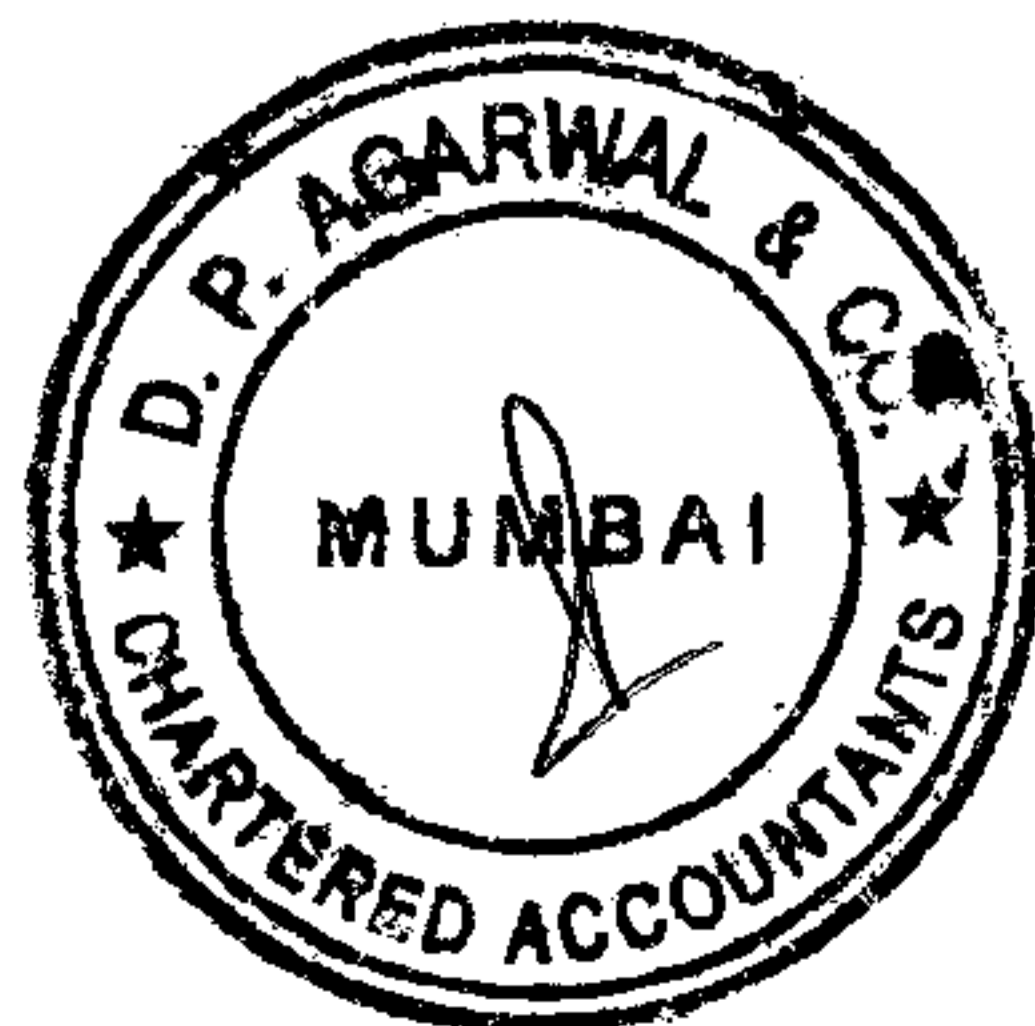
Increase in Authorised share capital of the Company from ₹ 54 crores to ₹ 84 crores by creation of 30 lakhs Cumulative Redeemable Preference Share (CRPS) of ₹ 100 each.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

Item No. 12: Special Resolution

Alteration in Memorandum of Association of the Company for increase in share Capital

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%



D.P. Agarwal & Co.

CHARTERED ACCOUNTANTS

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CONSOLIDATED RESULTS

Item No. 13: Special Resolution:

Alteration in Articles of Association of the Company for increase in share Capital.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

Item No. 14: Special Resolution:

To offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of ₹ 100/- each, for an aggregate value not exceeding ₹ 30 crore, as CRPS for cash at par, on a private placement basis.

Particulars	Number of Votes Contained in						% of Votes polled
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7897903	26	7590	41	7905493	99.996%
Dissent	2	300	0	0	2	300	0.004%
Abstain	0	0	0	0	0	0	0.000%
Total	17	7898203	26	7590	43	7905793	100.000%

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

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



Place: Mumbai

Date : September 21, 2015