

# DWARIKESH SUGAR INDUSTRIES LIMITED

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E Mail : dsilbom@dwarikesh.com Website : www.dwarikesh.com, CIN : L15421UP1993PLC018642

REF: DSIL/2022-23/191

July 01, 2022

Corporate Relationship Department  
BSE Limited  
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: Scrutinizer Report (28<sup>th</sup> Annual General Meeting)**

Dear Sirs,

Please find enclosed herewith the consolidated report of Scrutinizer on e-voting and remote e-voting at 28<sup>th</sup> Annual General Meeting of the Company held on June 30, 2022 at 11.30 a.m. through video conferencing (VC). 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 Industries Ltd.**

**BJ Maheshwari**

Managing Director & CS cum CCO  
(DIN: 00002075)

Encl: a/a

VIJAY KUMAR MISHRA

B. Com (Hons.), A C A . F C S

PARESH D PANDYA

B. Com., A.C.S

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel. : 2207 7267

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## Consolidated Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended]**

To

The Chairman of Twenty-Eight Annual General Meeting of the Equity Shareholders of **Dwarikesh Sugar Industries Limited** held on Thursday, 30<sup>th</sup> June, 2022 at 11:30 a.m. IST through Video Conferencing ("VC") or Other Audio-Visual Means ("OVAM").

**Dear Sir(s),**

- A. Pursuant to the resolution passed by the Board of Directors of M/s. Dwarikesh Sugar Industries Limited (hereinafter referred as "**the Company**") on May 2, 2022, I, Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practising Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 2<sup>nd</sup> May, 2022 ("**Notice**") issued. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, May 05, 2020 and January 13, 2021 and General Circular No. 21/2021 dated 14/12/2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. The meeting was convened on Thursday, 30<sup>th</sup> June, 2022 at 11:30 a.m. IST through VC/OVAM. As the scrutinizer, I have to scrutinize process of e-voting remotely before the AGM ("**remote e-voting**") and process of e-voting at the AGM through electronic voting system ("**InstaE-Voting**").



B. Member's approval was sought on the following Resolutions:

- 1) To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2022 and the reports of Board of Directors and Auditors thereon. (Ordinary Resolution)
- 2) To ratify payment of Interim Dividend on Equity Shares of the Company declared during the year. (Ordinary Resolution)
- 3) To appoint a Director in place of Shri B. J. Maheshwari (DIN:00002075), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)
- 4) To appoint Statutory Auditors of the Company (Ordinary Resolution)
- 5) To re-appoint Shri Gautam R Morarka Whole Time Director to be designated as Executive Chairman of the Company. (Ordinary Resolution)
- 6) To fix remuneration of Shri Gautam R Morarka Whole Time Director designated as Executive Chairman of the company (Special Resolution)
- 7) To approve Related Party Transaction (Ordinary Resolution)
- 8) To appoint Cost Auditor for the Financial Year 2022-23. (Ordinary Resolution)

C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along with explanatory statement on Monday, May 30, 2022 through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with the MCA circulars.

D. The remote e-voting facility was provided by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by Shareholders of Company.



- E. The remote e-voting period commenced on Monday, 27<sup>th</sup> June, 2022 (9:00 a.m. IST) and ended on Wednesday, 29<sup>th</sup> June, 2022 (5:00 p.m. IST) and the CDSL e-voting platform was blocked thereafter.
- F. The Company also provided Insta e-voting facility to the shareholders present at the AGM who had not cast their vote earlier.
- G. The shareholders of the Company holding shares as on the “cut-off” date of 23<sup>rd</sup> June, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- H. After the closure of Insta e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility done prior to the AGM were unblocked, counted and the e-voting summary statement was downloaded from e-voting website of CDSL.
- I. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.
- J. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and Insta e-voting) is restricted to making a Consolidated Scrutinizer’s Report of the votes cast in favour or against the resolutions

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the 28<sup>th</sup> AGM in respect of the said resolutions.



**Resolution Item No. 1: Ordinary Resolution**  
**To receive, consider and adopt:**

- a. Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of Board of Directors and Auditors thereon.**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
180	10,87,19,410	100%

**(i) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
1	1	0%

**(ii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



## Resolution No. 2: Ordinary Resolution

To ratify payment of Interim Dividend on Equity Shares of the Company declared during the year.

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
181	10,93,78,733	100%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
1	1	0%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



**Resolution No. 3: Ordinary Resolution**

**To appoint a Director in place of Shri B. J. Maheshwari (DIN:00002075), who retires by rotation and being eligible offers himself for re-appointment.**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
178	10,93,78,533	99.99%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
4	201	0.01%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



## Resolution No. 4: Ordinary Resolution

### To appoint Statutory Auditors of the Company

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
181	10,93,78,733	100%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
1	1	0%

**(iii) Invalid votes.**

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





## Resolution No. 5: Ordinary Resolution

**To re-appoint Shri Gautam R Morarka Whole Time Director to be designated as Executive Chairman of the Company.**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
148	9,94,44,084	90.92%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
34	99,34,650	9.08%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



## Resolution No. 6: Special Resolution

To fix remuneration of Shri Gautam R Morarka Whole Time Director designated as Executive Chairman of the company.

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
145	9,94,43,456	90.92%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
37	99,35,278	9.08%

**(iii) Invalid votes.**

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



**Resolution No. 7: Ordinary Resolution**

**To approve Related Party Transaction.**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
144	9,89,31,640	90.87%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
37	99,34,734	9.13%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.



## Resolution No. 8: Ordinary Resolution

**To appoint Cost Auditor for the Financial Year 2022-23.**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
180	10,93,78,633	99.99%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
2	101	0.01%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	N.A.




- K. The above Resolutions No 1 to No. 8 were passed with majority of Votes.
- L. All electronic data and relevant records of voting will remain in my Custody until the Chairman considers, approves and sign the Minutes of 28<sup>th</sup> Annual General Meeting of the Company and after, the same will be handed over to Shri B. J. Maheshwari, Managing Director & CS cum CCO of the Company for safe keeping.

Thanking you,

For VKM & ASSOCIATES  
Company Secretaries



  
(Vijay Kumar Mishra)  
Partner  
C.P.No.4279

**UDIN : F005023D000548491**  
**Place : Mumbai**  
**Date : 01/07/2022**

Countersigned by :  
For **Dwarikesh Sugar Industries Limited**

**B. J. Maheshwari,**  
**Managing Director & CS cum CCO**