

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

(Regd. Office: Dalmiapuram, District Tiruchirapalli, Tamil Nadu)

CIN: L26742TN1951PLC000640; Website: www.dalmiasugar.com; Phone: 0431 235222; Fax: 0431 235111

RESULT OF POSTAL BALLOT

Based on the Report dated 5-9-2014 of Mr. Harish Khurana, Practising Company Secretary, the Scrutiniser appointed by the Board of Directors of the Company for overseeing the Postal Ballot process, the result of the voting conducted through Postal Ballot on:

- I. The Special Resolution at item 1 of the Notice of Postal Ballot dated 16-5-2014 relating to delegation of powers to the Board of Directors of the Company to mortgage, pledge and/or to create charge on all or any of the movable and immovable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 upto a total monetary limit of ` 2,800 crores: -

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes
a) Total Electronic Votes Cast and Postal Ballot Forms received	143	6,18,38,169	100.00
b) Less: Invalid Electronic Votes and Postal Ballot Forms	11	4,97,403	0.80
c) Net valid Electronic Votes cast and Postal Ballot Forms received	132	6,13,40,766	99.20
d) Votes in favour of the Resolution	124	6,13,38,597	99.99
e) Votes against the Resolution	8	2,169	0.01

The Resolution has therefore been approved by the Members with requisite majority.

- II. The Special Resolution at item 2 of the Notice of Postal Ballot dated 16-5-2014 relating to seeking approval of the members pursuant to Sections 62(1)(c) and Section 42 read with Section 179(3)(a), 179(3)(c), 179(3)(d) and Section 180(1)(a) of the Companies Act, 2013 for issue and allotment of further securities to the extent of ` 50 crores:



Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes
a) Total Electronic Votes Cast and Postal Ballot Forms received	143	6,18,38,169	100.00
b) Less: Invalid Electronic Votes cast and Postal Ballot Forms	16	5,02,503	0.81
c) Net valid Electronic Votes cast and Postal Ballot Forms	127	6,13,35,666	99.19
d) Votes in favour of the Resolution	120	6,13,31,514	99.99
e) Votes against the Resolution	7	4,152	0.01

The Resolution has therefore been approved by the Members with requisite majority

Place: Dalmiapuram
Dated: 8-9-2014

M. Raghupathy
Director

Scrutinizer(s) Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Dalmia Bharat Sugar and Industries Limited
The Chairman,
Dalmiapuram-621 651,
District Tiruchirapalli,
Tamil Nadu

Dear Sir,

1. We have been appointed as scrutinizer vide letter dated 02-08-2014 for conducting the Postal Ballot process.
2. We submit our report as under:
 - 2.1. The Company has completed the dispatch of Notice of Postal Ballot dated 16-05-2014 along with Postal Ballot forms and self addressed business reply envelope on 01-08-2014 to the members, whose names appeared on the register of members / records of depositories as on 18-07-2014 and in respect of those members whose e-mail addresses were available with the Company or downloaded from the Depositories, the Company had sent an e-mail to these members on 31-07-2014 / 01-08-2014.
 - 2.2. All Postal Ballot forms received upto the date of the closing of working hours (5:00 p.m.) on 1st September, 2014 were considered for my scrutiny. Envelopes containing Postal Ballot forms received after 5:00 p.m. on 1st September, 2014 were not opened. Envelopes containing Postal Ballot forms which were returned undelivered were also not considered.
 - 2.3. We have/have not found any defaced/ mutilated Postal Ballot forms.
 - 2.4. The Company provided the facility of voting through electronic means as required under the provision of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with Clause 35B of the Listing agreement as entered into by the Company with the stock exchanges.
 - 2.5. The e-voting period remain opened from 2nd August, 2014 (9:30 a.m.) to 1st September, 2014 (5:00 p.m.).
 - 2.6. On conclusion of the e-voting period, I have unblocked the results in presence of two witnesses that are not in employment of the Company.



- 2.7. The details containing list of shareholders who voted "in favour" or "against", the resolutions put to vote were downloaded from the e-voting website of Karvy Computershare Pvt. Ltd., RTA of the Company.
- 2.8. I have scrutinized the votes casted through electronic means and also through physical ballot for the purpose of this report.
- 2.9. The particulars of all electronic votes cast by the members through e-voting process and votes cast by the members through physical ballot form has been recorded in register maintained separately for this purpose.
- 2.10. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through Postal ballot and electronic means on the resolutions contained in the Notice of Postal Ballot. My responsibility as a scrutinizer for Postal Ballot is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a scrutinizer report of votes cast "in favour" or "against" the resolutions based on the reports generated from the postal ballot received in physical form from the shareholders and votes cast electronically on e-voting system provided by Karvy Computershare, (RTA) the authorized agency to provide e-voting facility, engaged by the Company.
- 2.11. The results of both postal ballot and voting through electronic means is as mentioned under:

3. SPECIAL RESOLUTION NO. 1:

Pursuant to section 180(1)(a) of the Companies Act, 2013 to provide security by way of mortgage on assets of the Company to the extent of Rs. 2800 crores.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the Ballot forms, I report the result of Postal Ballot as under:

3.1. Details of Postal Ballot Forms received:

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 10 each (Votes)
Total no. of Postal Ballot Forms received	143	61838169
Less: Total no. of invalid Postal Ballot Forms (as per annexure-1)	11	497403
Total no. of valid Postal Ballot Forms	132	61340766



3.2. Details of voting:

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 10 each (Votes)	% of valid votes received
Total valid Postal Ballot Forms received	132	61340766	99.20
Assented to the resolution	124	61338597	99.99
Dissented to the resolution	8	2169	0.01

4. SPECIAL RESOLUTION NO. 2:

Seeking approval of the members Pursuant to section 62(1)(c) of the Companies Act, 2013 and Section 42 r/w Section 179(3)(a), 179(3)(c), 179(3)(d) & 181(a) of the Companies Act, 2013 for issue and allotment of further securities to the extent of Rs. 50 crores.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the Ballot forms, I report the result of Postal Ballot as under:

4.1. Details of Postal Ballot Forms received:

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 10 each (Votes)
Total no. of Postal Ballot Forms received	143	61838169
Less: Total no. of invalid Postal Ballot Forms (as per annexure-1)	16	502503
Total no. of valid Postal Ballot Forms	127	61335666

4.2. Details of voting:

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 10 each (Votes)	% of valid votes received
Total valid Postal Ballot Forms received	127	61335666	99.19
Assented to the resolution	120	61331514	99.99
Dissented to the resolution	7	4152	0.01




5. Recommendation: Both the items specified in the Notice of Postal Ballot have been passed with requisite majority. You may accordingly declare the results of voting by Ballot.

Place: Delhi

Date: 5-9-2014

For Harish Khurana & Associates
Company secretaries



(Harish K Khurana)
C.P. No. 3506

Annexure-1

Report of invalid Postal Ballot Forms:

A. SPECIAL RESOLUTION NO. 1			
S. No.	Category	No. of Forms	Total No. of invalid votes
1.	No votes polled	1	10
2.	Not signed	1	50
3.	Signature not tallied	5	403
4.	Votes polled for both "For" and "Against"	1	25
5.	Voting through "Postal Ballot" and "e-vote" both	1	495955
6.	Abstained votes	2	960
	Total	11	497403
B. SPECIAL RESOLUTION NO. 2			
S. No.	Category	No. of Forms	Total No. of invalid votes
1.	No votes polled	1	10
2.	Not signed	1	50
3.	Signature not tallied	5	403
4.	Votes polled for both "For" and "Against"	1	25
5.	Voting through "Postal Ballot" and "e-vote" both	1	495955
6.	Abstained votes	7	6060
	Total	16	502503

Place: Delhi

Date: 5-9-2014

For Harish Khurana & Associates
Company secretaries

(Harish K Khurana)
C. P. No. 3506