

Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
M/s Dalmia Bharat Sugar and Industries Limited
The Chairman
Of 63rd Annual General Meeting of the Equity Shareholders of the Dalmia Bharat Sugar and Industries Limited Held on 24th day of August, 2015 at 11.30 a.m. at Dalmiapuram-621 651, District Tiruchirapalli, Tamil Nadu

Dear Sir,

1. We have been appointed as scrutinizer for the e-voting process and ballot process as per the provisions of Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned Resolution(s) at the 63rd Annual General Meeting of the Equity Shareholders of Dalmia Bharat Sugar and Industries Limited held on 24th August, 2015 at 11.30 a.m. at Dalmiapuram-621 651, District Tiruchirapalli, Tamil Nadu.
2. We submit our report as under:
 - a) Ordinary Resolution for adoption of Standalone and Consolidated Financial Statements of the Company as at 31st March, 2015 together with the Reports of the Auditors and Directors thereon - is 100%.
 - b) Ordinary Resolution to re-appoint director Shri B.B. Mehta, who retires by rotation and being eligible, offers himself for re-appointment - is 100 %.
 - c) Ordinary Resolution to re-appoint retiring auditors, M/s S. S. Kothari Mehta & Co., Chartered Accountants, for a term of one year upto conclusion of next annual general meeting of the Company - is 100%.
 - d) Ordinary Resolution to approve payment of remuneration of Rs. 300,000/- to M/s. HMVN & Associates, Cost Accountants for the F. Y. ending 31st March, 2016 - is 100%.
 - e) Ordinary Resolution to regularize Additional Director Smt. Himmi Gupta as a Non-executive Director of the Company - is 100%.



3. Mr. V Sundararaj, a member of the Company was authorized to act as scrutiner and to represent the members as an independent scrutiner, who assisted us to finalize the process of counting and verification of the ballot papers polled at the venue of the 63rd Annual General Meeting.
4. Two Ballots were declared as invalid and one ballot was found as duplicate, all these three ballots has not been taken into consideration, while finalizing our report.
5. The details of the above mentioned result has been given in the Annexure.

Place: Dalmiapuram

Date: 25th August, 2015

For Harish Khurana & Associates
Company secretaries



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

"ANNEXURE"

Date of AGM – 24th August, 2015

Total No. of Shareholders as on record date – 12709

(1) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Adoption of Annual Accounts of the Company:

Mode of Voting: Poll at meeting venue

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	60257452	60257452	100	60257452	--	100	--
Public – Institutional holders**	--	--	--	--	--	--	--
Public-Others	4829	4814	99.69	4814	--	100	--
Total	60262281	60262266	100	60262266	--	100	--

** Includes Body Corporate



Mode of Voting: e-Voting

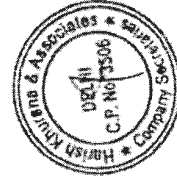
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	376670	376670	100	376670	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	1065	1065	100	1065	--	100	--
Total	377735	377735	100	377735	--	100	--

** Includes Body Corporate

Mode of Voting: Poll & e-Voting (Consolidated)

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	60634122	60634122	100	60634122	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	5894	5879	99.75	5879	--	100	--
Total	60640016	60640001	99.99	60640001	--	100	--

** Includes Body Corporate



(2) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri B.B. Mehta, as Director of the Company:

Mode of Voting: Poll at meeting venue

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	60257452	60257452	100	60257452	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	4814	4814	99.69	4814	--	100	--
Total	60262281	60262266	100	60262266	--	100	--

** Includes Body Corporate

Mode of Voting: e-Voting

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	376670	376670	100	376670	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	1065	1065	100	1065	--	100	--
Total	377735	377735	100	377735	--	100	--

** Includes Body Corporate



Mode of Voting: Poll & e-Voting (Consolidated)

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	60634122	60634122	100	60634122	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	5894	5879	99.75	5879	--	100	--
Total	60640016	60640001	99.99	60640001	--	100	--

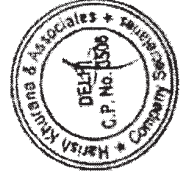
**Includes Body Corporate

(3) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Auditors:

Mode of Voting: Poll at meeting venue

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	60257452	60257452	100	60257452	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	4829	4814	99.69	4814	--	100	--
Total	60262281	60262266	100	60262266	--	100	--

**Includes Body Corporate



Mode of Voting: e-Voting

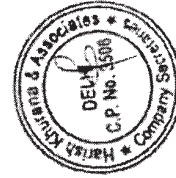
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	376670	376670	100	376670	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	1065	1065	100	1065	--	100	--
Total	377735	377,735	100	377,735	--	100	--

**Includes Body Corporate

Mode of Voting: Poll & e-Voting (Consolidated)

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	60634122	60634122	100	60634122	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	5879	5879	99.75	5879	--	100	--
Total	60640016	60640001	99.99	60640001	--	100	--

**Includes Body Corporate



(4) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for approving remuneration of Cost Auditors:

Mode of Voting: Poll at meeting venue

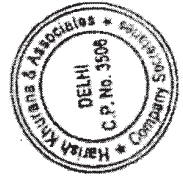
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	60257452	60257452	100	60257452	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	4829	4814	99.69	4814	--	100	--
Total	60262281	60262266	100	60262266	--	100	--

**Includes Body Corporate

Mode of Voting: e-Voting

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	376670	376670	100	376670	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	1065	1065	100	1065	--	100	--
Total	377735	377,735	100	377,735	--	100	--

**Includes Body Corporate



Mode of Voting: Poll & e-Voting (Consolidated)

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	60634122	60634122	100	60634122	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	5894	5879	99.75	5879	--	100	--
Total	60640016	60640001	99.99	60640001	--	100	--

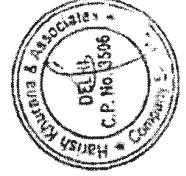
** Includes Body Corporate

(5) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed to regularize Additional Director Smt. Himmi Gupta as a Non-executive Director of the Company:

Mode of Voting: Poll at meeting venue

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	60257452	60257452	100	60257452	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	4829	4814	99.69	4814	--	100	--
Total	60262281	60262266	100	60262266	--	100	--

** Includes Body Corporate



Mode of Voting: e-Voting

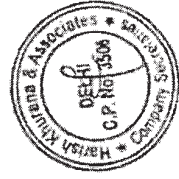
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	376670	376670	100	376670	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	1065	1065	100	1065	--	100	--
Total	377735	377,735	100	377,735	--	100	--

**Includes Body Corporate

Mode of Voting: Poll & e-Voting (Consolidated)

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
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Promoter and Promoter Group	60634122	60634122	100	60634122	--	100	--
Public - Institutional holders**	--	--	--	--	--	--	--
Public-Others	5894	5879	99.75	5879	--	100	--
Total	60640016	60640001	99.99	60640001	--	100	--

**Includes Body Corporate



DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

CIN L26942TN1951PLC000640

(Registered Office: Dalmiapuram 621651, District Tiruchirapalli, Tamil Nadu)

(Phone: 04329 - 235132; Fax: 04329 - 235111; Website: www.dalmiasugar.com)

RESULT OF THE E-VOTING AND POLL HELD AT THE ANNUAL GENERAL MEETING HELD ON 24-8-2015

Item No.	Particulars of Resolution	E-Voting & Poll results				RESULT
		VOTES IN FAVOUR		VOTES AGAINST		
		No of votes polled	% to total votes polled	No. of votes polled	% to total votes polled	
1.	Ordinary Resolution for adoption of Standalone and Consolidated Financial Statements of the Company as at 31 st March, 2015 together with the Reports of the Auditors and Directors thereon.	60640001	100%	Nil	Nil	Resolution carried unanimously
2.	Ordinary Resolution to re-appoint director Shri B.B. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.	60640001	100%	Nil	Nil	Resolution carried unanimously

Magally

Item No.	Particulars of Resolution	E-Voting & Poll results						RESULT
		VOTES IN FAVOUR		VOTES AGAINST				
		No of votes polled	% to total votes polled	No. of votes polled	% to total votes polled			
3.	Ordinary Resolution to re-appoint retiring auditors, M/s S. S. Kothari Mehta & Co., Chartered Accountants, for a term of one year upto conclusion of next annual general meeting of the Company.	60640001	100%	Nil	Nil		Resolution carried unanimously	
4.	Ordinary Resolution to approve payment of remuneration of Rs. 300,000/- to M/s. HMVN & Associates, Cost Accountants for the F. Y. ending 31 st March, 2016.	60640001	100%	Nil	Nil		Resolution carried unanimously	
5.	Ordinary Resolution to regularize Additional Director Smt. Himmi Gupta as a Non-executive Director of the Company.	60640001	100%	Nil	Nil		Resolution carried unanimously	

Note: The above results have been compiled on the basis of the report submitted by Mr. Harish Khurana, the Practising Company Secretary, the Scrutinizer.

Place: Dalmiapuram
Dated: 25-8-2015

For Dalmia Bharat Sugar and Industries Limited
(M. Ragupathy)
Chairman