

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 4-9-2015 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 14-5-2015 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	113	6,03,05,357	100.00
b) Less: Invalid Electronic Votes cast and Postal Ballot Forms	-	-	-
c) Net valid Electronic Votes cast and Postal Ballot Forms	113	6,03,05,357	100.00
d) Votes in favour of the Resolution	106	6,03,04,260	99.99
e) Votes against the Resolution	7	1,097	0.01

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

Place: Dalmiapuram
Dated: 7-9-2015



M. Raghupathy
Director

Harish Khurana & Associates

Company Secretaries

G-1/208-209, 2nd Floor,
Sector-16, Rohini, Delhi-110089
Cell : +91 9811102068,
Ph : +91-11-27894114 / 194
E-mail : office@roseconsultants.in,
khurana.harish@gmail.com
visit us at : www.roseconsultants.in

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 03-08-2015, for conducting the Postal Ballot process.
2. We submit our report as under:
 - 2.1. The Company has completed on 30th July, 2015 the dispatch of Notice of Postal Ballot, dated 14th May, 2015 along with Postal Ballot forms and self addressed business reply envelope by the Company to the members, whose names appeared on the registered of members/ records of depositories as on 17th July, 2015.
 - 2.2. The e-voting was commenced from 03-08-2015 at 9:30 a.m. and ended on 01-09-2015 at 5:00 p.m.
 - 2.3. Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately mentioned for this purpose.
 - 2.4. We have been informed that the sealed Postal Ballot forms received from the Shareholders were kept under the safe custody of the Company's RTA (Karvy Computershare Pvt. Ltd., Hyderabad).
 - 2.5. All Postal Ballot forms received upto the date of the closing of working hours (5:00 p.m.) on 1st September, 2015 were considered for my scrutiny.
 - 2.6. Envelopes containing Postal Ballot forms received after 5:00 p.m. on 1st September, 2015 were not opened.
 - 2.7. Envelopes containing Postal Ballot forms which were returned undelivered were also not considered.
 - 2.8. We have not found any defaced/ mutilated Postal Ballot forms.



2.9. We have also received a complete record of votes cast by electronic mode from Karvy Computershare Private Limited (Karvy), the agency for providing the e-voting platform for voting through electronics by the members of the Company.

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, (RTA) the authorized agency which has provided e-voting platform.

3. SPECIAL RESOLUTION:

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) 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 (Annexure -1) and basis of rejection (Annexure -2) 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	110	6,03,03,902
Less: Total no. of invalid Postal Ballot Forms	0	0
Total no. of valid Postal Ballot Forms	110	6,03,03,902

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	110	6,03,03,902	100
Assented to the resolution	103	6,03,02,805	99.9
dissented to the resolution	7	1,097	0.01



3.3 Details of E-voting:

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 10 each (Votes)	% of valid votes received
Total Valid Electronic Votes received	3	1455	100
Assented to the resolution	3	1455	100
dissented to the resolution	0	0	0

3.4 Details of Postal Ballot & E-voting (Consolidated)

Particulars	No. of forms/votes	No. of Equity Shares of the nominal value of Rs. 10 each (Votes)	% of valid forms/votes received
Total Valid Postal Ballot & Electronic Votes received	113	6,03,05,357	100
Assented to the resolution	106	6,03,04,260	99.99
dissented to the resolution	7	1,097	0.01

4. **RECOMMENDATION:** Item specified in the Notice of Postal Ballot has been passed with majority. You may accordingly declare the result of voting by Ballot

Place: Delhi

Date: 04-09-2015

For Harish Khurana & Associates
Company secretaries



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

BASIS OF ACCEPTANCE

A. Physical Ballot Form:

- Assent or dissent given by putting the tick mark in the column provided for that purpose has been considered only.
- In case of Joint shareholder(s) form completed and signed by first named member and in his absence by next named member has been considered.
- Shareholders has assented or dissented without mentioning of number of shares, the entire shareholding has been considered.
- Shareholders has assented or dissented for less number of shares than his/her actual shareholding, the number of shares indicated has been considered.
- Shareholders has assented or dissented for more than his/her actual shareholding, the actual shareholding has been considered.

Place: Delhi

Date: 04-09-2015

For Harish Khurana & Associates
Company secretaries



A handwritten signature in black ink, appearing to read "Harish K Khurana".

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

Annexure-2

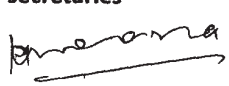

BASIS OF REJECTION

A. Physical Ballot Form:

- If Ballot Paper is unsigned.
- If member's signature does not tally with the specimen signature registered with the Company or Depository.
- If members have marked all his shares both in favour and against the resolution.
- If Ballot Paper is filled or signed in pencil.
- If Ballot paper is received torn, defaced, mutilated to an extent that it is difficult for scrutinizer to identify either the member or number of votes or whether votes are in favour or against or if signature could not be checked or one or more of the above grounds.
- If Ballot Forms are received after the close of working hours i.e. 5:00 p.m. on 1st September, 2015.
- Photocopy of Ballot Form will not be considered.
- In case the members are companies, trustees, societies etc., Ballot forms received without Power of Attorney and Board Resolution/ Authority together with attested specimen signatures of the duly authorized signatory (ies) have not been considered.

Place: Delhi

Date: 04-09-2015

For Harish Khurana & Associates
Company secretaries


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