

# DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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

CIN: L26742TN1951PLC000640;

Website: [www.dalmiasugar.com](http://www.dalmiasugar.com); Email: [invhelp@dalmiasugar.com](mailto:invhelp@dalmiasugar.com); Phone: 0431 235222; Fax: 0431 235111

## RESULT OF POSTAL BALLOT


Based on the Report dated September 11, 2017 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 May 5, 2017 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 ` 400 crores:

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes
a) Total Electronic Votes Cast and Postal Ballot Forms received	151	62513635	-
b) Less: Invalid Electronic Votes cast and Postal Ballot Forms	10	2160	-
c) Less: Abstained Electronic Votes cast and Postal Ballot Forms	2	301	-
d) Net valid Electronic Votes cast and Postal Ballot Forms	139	62511174	100
e) Votes in favour of the Resolution	125	62243220	99.57
f) Votes against the Resolution	14	267954	0.43

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

Place: Dalmiapuram  
Dated: September 12, 2017

  
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 5<sup>th</sup> April, 2017 for conducting the Postal Ballot process.
2. We submit our report as under:
  - 2.1. The Company has completed on 7<sup>th</sup> August, 2017 the dispatch of Notice of Postal Ballot dated 5<sup>th</sup> May, 2017 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 14<sup>th</sup> July, 2017.
  - 2.2. The Company has made an advertisement regarding dispatch of postal ballot forms/notice in Business Line in English newspaper and DINAMANI in Vernacular on 9<sup>th</sup> August, 2017.
  - 2.3. The Company has availed the services of Karvy Computershare Private Limited, Hyderabad (Karvy) to provide e-voting facilities to the members of the Company.
  - 2.4. The e-voting was commenced from 08<sup>th</sup> August, 2017 at 9:30 a.m. and ended on 06<sup>th</sup> September, 2017 at 5:00 p.m.
  - 2.5. 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).
  - 2.6. We have been informed all the Postal Ballot forms received upto the date of the closing of working hours (5:00 p.m.) on 6<sup>th</sup> September, 2017 were provided to us for our scrutiny.
  - 2.7. We have been informed that Envelopes containing Postal Ballot forms received after 5:00 p.m. on 6<sup>th</sup> September, 2017 were not opened by the RTA and were retained by them only.
  - 2.8. Envelopes containing Postal Ballot forms which were returned undelivered were also not considered.
  - 2.9. We have not found any defaced/ mutilated Postal Ballot forms.



- 2.10. Particulars of all the Postal Ballot forms received from the members in physical form and electronic voting report generated from Karvy have been entered in a register separately mentioned for this purpose.
- 2.11. We have also received a complete record of votes cast by electronic mode from Karvy, the agency for providing the e-voting platform for voting through electronics by the members of the Company.
- 2.12. 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 resolution(s) contained in the Notice of Postal Ballot and relevant provisions of the Listing Obligations and Disclosure Requirements, 2015 (LODR). 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.
- 2.13. We have handed over the postal ballots form and other related papers/ registers and records for safe custody to the Company Secretary of the Company.
- 2.14. Detailed summary of the postal ballots and e-votes with assent/dissent for the resolution is attached as **Annexure A**.
- 2.15. Basis of acceptance for Postal Ballot is given as per **Annexure – 1** and basis for rejection of Postal Ballot is given as per **Annexure – 2**.
- 2.16. The result of the scrutiny is as under:
3. **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: 11-09-2017

97/DBSIL/11.9.2017

For Harish Khurana & Associates  
Company secretaries



*Harish Khurana*  
(Harish 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: 11-09-2017

For Harish Khurana & Associates  
Company secretaries



*Harish Khurana*

(Harish Khurana)  
C. P. No. 3506



**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 vote is not casted
- If Ballot paper is received torned, 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 on 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 28<sup>th</sup> April, 2016.
- Photocopy of Ballot Form is not 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: 11-09-2017

For Harish Khurana & Associates  
Company secretaries



(Harish Khurana)  
C. P. No. 3506

**1. SPECIAL RESOLUTION:**

Approval of the Members is required by way of a Special Resolution under the provisions of section 62(1)(c) and Section 42 of the Companies Act, 2013, for issue and allotment of further securities to the extent of Rs. 400 crores.

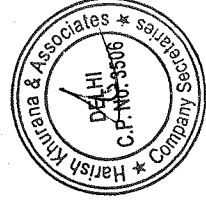
In accordance with the basis of acceptance (Annexure -1) and basis of rejection (Annexure -2) and on proper scrutiny of all the Ballot forms, I report the result of Postal Ballot as under:

**1.1 Details of Postal Ballot Forms received:**

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 2 each (Vote)
Total no. of Postal Ballot Forms received	75	155982
Less: Total no. of invalid Postal Ballot Forms	10	2160**
<b>Total no. of valid Postal Ballot Forms</b>	<b>65</b>	<b>153822</b>

**1.2 Details of voting by ballot:**

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 2 each (Vote)	% of valid votes received
Total valid Postal Ballot Forms received	65	153822	100
Assented to the resolution	61	153051	99.50
Disented to the resolution	4	771	0.50

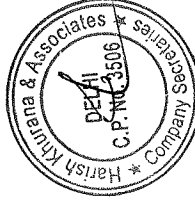


1.3 Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal value of Rs. 2 each (Vote)	% of valid votes received
Total Valid Electronic Votes received	76	62357653	100
Assented to the resolution	64	62090169	99.57
dissented to the resolution	10	267183	0.43
Abstained to the resolution	2	301***	0.00

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

Particulars	No. of forms/votes	No. of Equity Shares of the nominal value of Rs. 2 each (Vote)	% of valid forms/votes received
Total Valid Postal Ballot & Electronic Votes received	141	62511475	100
Assented to the resolution	125	62243220	99.57
dissented to the resolution	14	267954	0.43
Abstained to the resolution	2	301***	0.00



2. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Special Resolution passed for issue and allotment of further securities to the extent of Rs. 400 crores to persons other than the existing shareholders of the Company

Resolution Required:		Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-voting	60513762	60513762	100	60513762	0	100	0			
	Poll	--	--	--	--	--	--	--			
	Postal Ballot (if applicable)	120360	120360	100	120360	0	100	0			
	<b>Total (A)</b>	<b>60634122</b>	<b>60634122</b>	<b>100</b>	<b>60634122</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public Institutions	E-voting	490660	490660	100	225000	265660	45.86	54.14			
	Poll	--	--	--	--	--	--	--			
	Postal Ballot (if applicable)	0	0	0	0	0	0	0			
	<b>Total (B)</b>	<b>490660</b>	<b>490660</b>	<b>100</b>	<b>225000</b>	<b>265660</b>	<b>45.86</b>	<b>54.14</b>			
Public-Non Institutions	E-voting	1353231	1352930**	99.98	1351407	1523	99.89	0.11			
	Poll	--	--	--	--	--	--	--			
	Postal Ballot (if applicable)	33462	33462**	100	32691	771	97.70	2.30			
	<b>Total (C)</b>	<b>1386693</b>	<b>1386392</b>	<b>99.98</b>	<b>1384098</b>	<b>2294</b>	<b>99.83</b>	<b>0.17</b>			
	<b>Total (A+B+C)</b>	<b>62511475</b>	<b>62511174</b>	<b>100</b>	<b>62243220</b>	<b>267954</b>	<b>99.57</b>	<b>0.43</b>			

\*\* Votes invalid not included 2160 shares

\*\*\* abstained from voting not included 301 shares

