

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 29-04-2016 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 4-3-2016 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	157	61367148	100%
b) Less: Invalid Electronic Votes cast and Postal Ballot Forms	13	20245	0.03%
c) Net valid Electronic Votes cast and Postal Ballot Forms	144	61346903	99.97%
d) Votes in favour of the Resolution	142	61346653	99.99%
e) Votes against the Resolution	2	250	0.01%

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

Dated: 2-5-2016


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 7th March, 2016, for conducting the Postal Ballot process.
2. We submit our report as under:
 - 2.1. The Company has completed on 29th March, 2016 the dispatch of Notice of Postal Ballot dated 4th March, 2016 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 18th March, 2016.
 - 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 30th March, 2016.
 - 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 30-03-2016 at 9:30 a.m. and ended on 28-04-2016 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 28th April, 2016 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 28th April, 2016 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 resolutions 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: 29-04-2016

For Harish Khurana & Associates

Company secretaries



(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: 29-04-2016

**For Harish Khurana & Associates
Company secretaries**



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

A handwritten signature in blue ink, appearing to read "Harish Khurana", written over the circular stamp.

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 28th 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: 29-04-2016

For Harish Khurana & Associates
Company secretaries




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

Annexure – A

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 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 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	146	60623232
Less: Total no. of invalid Postal Ballot Forms	13	20245**
Total no. of valid Postal Ballot Forms	133	60602987

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	133	60602987	100
Assented to the resolution	131	60602737	99.99
dissented to the resolution	2	250	0.01



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	11	743916	100
Assented to the resolution	11	743916	100
dissented to the resolution	0	0	0

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	144	61346903	100
Assented to the resolution	142	61346653	99.99
dissented to the resolution	2	250	0.01

