### DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

CIN L26942TN1951PLC000640

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

(Phone: 04329 - 235132; Fax: 04329 - 235111; Website: <u>www.dalmiasugar.com</u>)

### 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 & Poli results							
NO.		VOTES IN	FAVOUR	VOTES	AGAINST	RESULT			
,		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 31st March, 2015 together with the Reports of the Auditors and Directors thereon.	60640001	100%	Nil	Nil	Resolution carried unanimously			
2.	Ordinary Resolution to reappoint director Shri B.B. Mehta, who retires by rotation and being eligible, offers himself for reappointment.	60640001	100%	· Nil	· Nil	Resolution carried unanimously			

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item No.	Particulars of Resolution	E-Voting & Poll results						
······································		VOTES IN FAVOUR		VOTES AGAINST		RESULT		
	·	No of votes polled	% to total votes polled	No. of votes polled	% to total votes polled			
3.	Ordinary Resolution to reappoint 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 31st 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.

For Dalmia Bharat Sugar and Industries Limited

Chairman

Place: Dalmiapuram Dated: 25-8-2015

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## 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 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 63<sup>rd</sup> 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,

- 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 63<sup>rd</sup> Annual General
  Meeting of the Equity Shareholders of Dalmia Bharat Sugar and Industries Limited held on 24<sup>th</sup>
  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 31<sup>st</sup> 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 31<sup>st</sup> March, 2016 is 100%.
- e) Ordinary Resolution to regularize Additional Director Smt. Himmi Gupta as a Non-executive Director of the Company is 100%.



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- Mr. V Sundararaj, a member of the Company was authorized to act as scrutinizer and to represent the members as an independent scrutinizer, who assisted us to finalize the process of counting and verification of the ballot papers polled at the venue of the 63<sup>rd</sup> Annual General Meeting.
  - 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) E. P. No. 3506

#### 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	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	% of Votes Polled on outstanding shares			favour on votes	% 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**	***	***	do-ser	**			
Public-Others	4829	4814	99.69	4814	***	100	***
Total	60262281	60262266	100	60262266	**	100	

<sup>\*\*</sup> Includes Body Corporate



#### Mode of Voting: e-Voting

Promoter/Public	No. of shares held	1701 - 1	% of Votes Polled on outstanding shares		No. of Votes - against		% 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	Single Control of the
Public – Institutional holders **		under the second	:m-m			**	
Public-Others	1065	1065	100	1065		100	****
Total	377735	377,735	100	377,735		100	

<sup>\*\*</sup> Includes Body Corporate

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

Promoter/Public	No. of shares held	1.101.01	% of Votes Polled on outstanding shares	No. of Votes - In favour	1.40.0.	favour on votes	% 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**	***				***	james	
Public-Others	5894	5879	99.75	5879	**	100	
Total	60640016	60640001	99.99	60640001	***	100	

<sup>\*\*</sup> includes Body Corporate



# (2) Details of the voting result as per clause 3SA 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	i	% of Votes Polled on outstanding shares	110101	against	favour on votes	% 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	MA 18
Public — Institutional holders**	**		**			2000 - 20	98- <del>0</del>
Public-Others	4829	4814	99.69	4814		100	**
Total	60262281	60262266	100	60262266		100	

<sup>\*\*</sup> Includes Body Corporate

#### Mode of Voting: e-Voting

Promoter/Public	No. of shares held	,	% of Votes Polled on outstanding shares	1	No. of Votes - against	favour on votes	% 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**	## N	10.00	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			###.	
Public-Others	1065	1065	100	1065	**	100	**
Total	377735	377,735	100	377,735		100	-

<sup>\*\*</sup>Includes Body Corporate



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

Promoter/Public	No. of shares held	polled	outstanding shares	No. of Votes - in favour	No. of Votes - against	favour on votes	% of Votes against on votes polled
·	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	1, *	(7)= [(5)/(2)]*100
Promoter and Promoter Group	60634122	60634122	100	60634122	***	100	***
Public – Institutional holders**	*****	***			i de la companya de l	- August	46 60
Public-Others	5894	5879	99.75	5879		100	
Total	60640016	60640001	99.99	60640001	A#	100	***

<sup>\*\*</sup>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

NOUE OF YOURS	On at meeting	, 40:100			T	1	I
	No. of shares held	polled	% of Votes Polled on outstanding shares		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**	***	•	- Septemble - Sept			***	
Public-Others	4829	4814	99.69	4814		100	
Total	60262281	60262266	100	60262266	1	100	**

<sup>\*\*</sup>Includes Body Corporate



#### Mode of Voting: e-Voting

Promoter/Public	No. of shares held		% of Votes Polled on outstanding shares		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**					***	, mark	
Public-Others	1065	1065	100	1065		100	_
Total	377735	377,735	100	377,735		100	

<sup>\*\*</sup>Includes Body Corporate

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

Promoter/Public	No. of shares held	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	% 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**		Annual Control of the	*****	pue			
Public-Others	5894	5879	99.75	5879		100	**
Total	60640016	60640001	99.99	60640001		100	

<sup>\*\*</sup>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 - against	favour on votes	% 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	4.4	100	**

<sup>\*\*</sup>Includes Body Corporate

Mode of Voting: e-Voting

Promoter/Public	No. of shares held		% of Votes Polled on outstanding shares		No. of Votes - against	favour on votes	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)}*100	(4)	(5)	14 '	(7)= [(5)/(2)]*100
Promoter and Promoter Group	376670	376670	100	376670	****	100	***
Public – Institutional holders**	100 man (100	. #**	70 · ·			**	
Public-Others	1065	1065	100	1065	**	100	
Total	377735	377,735	100	377,735		100	

<sup>\*\*</sup>Includes Body Corporate



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

Promoter/Public	No. of shares held	polled		.,	against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	• •	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	60634122	60634122	100	60634122	-	100	lap an
Public – Institutional holders**	**************************************	# ==		***	••••	***	<b></b> ▼
Public-Others	5894	5879	99.75	5879		100	lable.
Total	60640016	60640001	99.99	60640001	**	100	

<sup>\*\*</sup>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		% of Votes Polled on outstanding shares	1	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	### PART   PART	100	# 100 m 100
Public – Institutional holders**	***	**	99.994	**	3463 <b>4</b>		**
Public-Others	4829	4814	99.69	4814	••	100	**
Total	60262281	60262266	100	60262266	**	100	***

<sup>\*\*</sup>Includes Body Corporate



#### Mode of Voting: e-Voting

Pramoter/Public	No. of shares held	1	,, ,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	110.0.0	No. of Votes - against	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	% 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	guny
Public — Institutional holders**	and Art		en sik			••	
Public-Others	1065	1065	100	1065	+	100	
Total	377735	377,735	100	377,735		100	7

<sup>\*\*</sup>Includes Body Corporate

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

Promoter/Public	No. of shares held	,	% of Votes Polled on outstanding shares	1,10,0,0	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	3000 C
Public – Institutional holders**	***				**	44 (4)	
Public-Others	5894	5879	99.75	5879		100	-
Total	60640016	50640001	99,99	60640001	***	100	

<sup>\*\*</sup>Includes Body Corporate

