Harish Khurana & Associates

Company Secretaries

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Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule20 and 21 of the Companies (Management and Administration) Rules, 2014]

To.

The Chairman
M/s Dalmia Bharat Sugar and Industries Limited
Dalmiapuram, Tiruchirapalli Distt. Tamil Nadu

Annual General Meeting of the Equity Shareholders of the Company held on 30th day of August, 2014 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 Rule20 and 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned Resolution(s) at the Annual General Meeting held on 30th August, 2014 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 the Audited Balance Sheet of the Company as at 31st March, 2014, the Statement of Profit and Loss and the Reports of the Auditors and Directors thereon is - 100%.
- b) Ordinary Resolution to appoint director Shri T. Venkatesan, 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 ratify and approve the remuneration of M/s. R. J. Goel & Co., Cost Auditors for the F. Y. ending 31st March, 2015 is 100%.
- e) Ordinary Resolution to appoint Shri J. S. Baijal as an Independent Director of the Company is 100%.
- f) Ordinary Resolution to appoint Shri M. Raghupathy as an Independent Director of the Company is 100%.



- g) Ordinary Resolution to appoint Shri P. Kannan as an Independent Director of the Company is 100%.
- h) Ordinary Resolution to appoint Shri Y. H. Dalmia as Part time Advisor of the Company is 100%.
- i) Special Resolution to borrow u/s 180(1)(c) of the Companies Act, 2013 for an amount not exceeding Rupees 2800 Crores is 100%.
- j) Special Resolution to increase amount of commission including salary and perquisites of Shri J. H. Dalmia, Vice Chairman and Shri Gautam Dalmia, Managing Director of the Company is 100%.
- 3. Mr. V Sundararaj, a member of the Company, was authorized to act as a scrutinizer on our behalf at the venue of the Annual General Meeting and we have consolidated/finalised our report based on his report from Dalmiapuram, i.e. venue of the annual general meeting.
- 4. The details of the above mentioned result has been given in Annexure.

Place: Delhi

Date: 30-08-2014

For Harish Khurana & Associates
Company secretaries

JR No. 37 05/ 8

(Harish K Khurana) C:P⊇No. 3506

ANNEXURE-1

Date of AGM - 30th August, 2014

Total No. of Shareholders as on record date - 13758

(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:

Promoter/Public	No. of shares held	polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**} Includes Body Corporate



· ·	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)		' '	(7)= [(5)/(2)]*100
Promoter and Promoter Group	0	o	0	0	0	0	0 .
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	586683	586683	100	586683	0	100	0
Total	586683	586683	100	586683	0	100	0

^{**} Includes Body Corporate

Promoter/Public	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	О	0
Public-Others	590118	590118	100	590118	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**} Includes Body Corporate



(2) <u>Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri T. Venkatesan, as Director of the Company:</u>

Mode of Voting: Poll

Promoter/Public	No. of shares held	1	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(-) ((-)) (-)	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	o	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**} Includes Body Corporate

Promoter/Public	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)	. , . , , , ,	(4)	(5)	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	586683	586683	100	586683	О	100	0
Total	586683	586683	100	586683	О	100	0

^{**}Includes Body Corporate

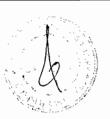
'	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	l · ·	l · ·	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	590118	590118	100	590118 ·	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**}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:

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Promoter/Public	No. of shares held	polled				favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	О
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**}Includes Body Corporate



Promoter/Public	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)	1, ,	(7)= [(5)/(2)]*100
Promoter and Promoter Group	0 ,	0	0	0	0	0	0
Public – Institutional holders**	0	0	0	0	0	ο , ·	0
Public-Others	586683	586683	100	586683 .	0	100	0
Total	586683	586683	100	586683	0	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held	polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	590118	590118	100	590118	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**}Includes Body Corporate



(4) <u>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:</u>

Mode of Voting: Poll

	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	1	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)	.,,.,,,,	(4)	1	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	586683	586683	100	586683	О	100	0
Total	586683	586683	100	586683	0	100	0

^{**}Includes Body Corporate



, , , , , , , , , , , , , , , , , , , ,	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	• •	` '	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	590118	590118	100	590118 ·	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**}Includes Body Corporate

(5) <u>Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for appointing Shri J. S. Baijal as an Independent Director of the Company:</u>

Promoter/Public	No. of shares held				against	favour on votes	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	1 1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held	1			against	favour on votes	% of Votes against on votes polled
	(1)	(2)	(5) [(2)] 155	(4)	I	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	0	0	0	О	0	0	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	586683	586683	100	586683	0	100	0
Total	586683	586683	100	586683	О	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held	polled				favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)	1 1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	590118	590118	100	590118	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**}Includes Body Corporate



(6) <u>Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for appointing Shri M. Raghupathy as an Independent Director of the Company:</u>

Mode of Voting: Poll

Promoter/Public	No. of shares held	polled			against	favour on votes	% of Votes against on votes polled
	(1)	(2)	(-) ((-)) (-)	(4)	· ·	, ,	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100				% of Votes against on votes polled
	(1)	(2)	(0) ((-)) (-)	(4)	(5)		(7)= [(5)/(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	586683	586683	100	586683	О	100	0
Total	586683	586683	100	586683	0	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held				against	favour on votes	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)			(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307、	46687307	100	46687307	0	100	0
Public – Institutional holders**	o ,'	0	0	0	0	0	0
Public-Others	59 0118	5901 18	100	590118	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**}Includes Body Corporate

(7) <u>Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for appointing Shri P. Kannan as an Independent Director of the Company</u>:

Promoter/Public	No. of shares	No. of votes	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in	% of Votes
	held	polled	outstanding shares	favour	against	1	against on votes
						polled	polled
			(3)=[(2)/(1)]*100				
	(1)	(2)		(4)	(5)	1 ' '	(7)=
						[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	46687307	46687307	100	46687307	О	100	0
Promoter Group							
Public – Institutional	0	0	0	0	0	0	0
holders**							
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**}Includes Body Corporate

	No. of shares held	polled			against	favour on votes	% of Votes against on votes polied
	(1)	(2)		(4)	1	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	0 ,	0	0	0	0	0	0 .
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Oth er s	586683	586683	100	586683	О	100	О
Total	586683	586683	100	586683	0	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held				No. of Votes - against	favour on votes	% of Votes against on votes polled
	(1)	(2)	, , , , , ,	(4)	(5)	1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	О
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	590118	590118	100	590118	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**}Includes Body Corporate



(8) <u>Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Appointment of Shri Y. H. Dalmia as Part time Advisor:</u>

Mode of Voting: Poll

Promoter/Public	No. of shares held	No. of votes polled				favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)	1 ' '	(7)= [(5)/(2)]*100
Promoter and Promoter Group #	46687307	43623492	93.43	43623492	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	43626927	93.44	43626927	0	100	0

[#] Excludes 6 persons holding 3063815 equity shares of Rs. 2/- each who abstained from voting on this item as per section 188 of the Companies Act, 2013.

Promoter/Public	No. of shares	No. of votes	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in	% of Votes
	held	polled	outstanding shares	favour	against	1	against on votes
						polled	polled
		l	(3)=[(2)/(1)]*100				
	(1)	(2)		(4)	(5)	(6)=	(7)=
						[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	0	0	0	0	О	0	0
Promoter Group							
Public – Institutional	0	0	0	0	0	0	0
holders**							
Public-Others	586683	586683	100	586683	0	100	0
Total	586683	586683	100	586683	0	100	0

^{**}Includes Body Corporate

^{**} Includes Body Corporate

Promoter/Public	No. of shares held	polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100			favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	(5)		(7)= [(5)/(2)]*100
Promoter and Promoter Group #	46687307	43623492	93.43	43623492	0	100	0
Public – Institutional holders**	0 ′	0	0	0	0	0	0
Public-Others	590118	590118	100	590118	О	100	0
Total	47277425	44213610	93.52	44213610	0	100	0

[#] Excludes 6 persons holding 3063815 equity shares of Rs. 2/- each who abstained from voting on this item as per section 188 of the Companies Act, 2013.

(9) Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed to borrow u/s 180(1)(c) of the Companies Act, 2013 for an amount not exceeding Rupees 2800 Crores:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares		No. of Votes - against		% of Votes against on votes
							polled
			(3)=[(2)/(1)]*100				
	(1)	(2)		(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	46690742	100	46690742	0	100	0

^{**}Includes Body Corporate

^{**} Includes Body Corporate

Promoter/Public	No. of shares held	polled	outstanding shares		against	favour on votes	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)		1	(7)= [(5)/(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders**	0 ′	0	0	0	0	0	0
Public-Others	586683	586683	100	586683	0	100	0
Total	586683	586683	100	586683	0	100	0

^{**}Includes Body Corporate

Promoter/Public	No. of shares held	polled			No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)		(4)	(5)		(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	46687307	100	46687307	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	590118	590118	100	590118	0	100	0
Total	47277425	47277425	100	47277425	0	100	0

^{**}Includes Body Corporate



(10) <u>Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution to increase amount of commission including salary and perquisites of Shri J. H. Dalmia, Vice Chairman and Shri Gautam Dalmia, Managing Director of the Company</u>

Mode of Voting: Poll

Promoter/Public	No. of shares held	i				favour on votes	% of Votes against on votes polled
	(1)	(2)		(4)	, ,	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	46687307	43367457	92.88	43367457	0	100	0
Public – Institutional holders**	0	0	0	0	0	0	0
Public-Others	3435	3435	100	3435	0	100	0
Total	46690742	43370892	92.89	43370892	0	100	0

[#] Excludes 7 persons holding 3319850 equity shares of Rs. 2/- each who abstained from voting on this item as per section 188 of the Companies Act, 2013.

Promoter/Public	No. of shares	No. of votes	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in	% of Votes
	held	polled	outstanding shares	favour	against	favour on votes	against on votes
						polled	polled
		1	(3)=[(2)/(1)]*100				
	(1)	(2)		(4)	1	1	(7)=
						[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	0	0	0	О	0	0	0
Promoter Group							
Public – Institutional	0	0	0	0	0	О	0
holders**							
Public-Others	586683	586683	100	586683	0	100	0
Total	586683	586683	100	586683	О	100	0

^{**}Includes Body Corporate

^{**} Includes Body Corporate

Promoter/Public	No. of shares	No. of votes	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in	% of Votes
	held	polled	outstanding shares	favour			against on votes
			(2) [(2) /(4)]*400			polled	polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)	(7)
	(1)	(2)		(4) 	1 ' '		(7)= [(5)/(2)]*100
Promoter and Promoter Group #	46687307 、	43367457	92.88	43367457	0	100	0
Public – Institutional	,	0	0	0	0	0	
holders**	,		0	O	O		
Public-Others	590118	590118	100	590118	0	100	0
Total	47277425	43957575	92.98	43957575	0	100	0

[#] Excludes 7 persons holding 3319850 equity shares of Rs. 2/- each who abstained from voting on this item as per section 188 of the Companies Act, 2013.

Note – Votes cast through poll process and declared as invalid, has not been taken into consideration in the above stated poll and consolidated result column.



^{**} Includes Body Corporate