RECONCILIATION OF SHARE CAPITAL AUDIT

[Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996]

2. ISIN: INE366A01O33
3. Face Value: Rs. 10/-
4. Name of the Company: M/s. Dwarikesh Sugar Industries Limited
5. Registered Office Address: Dwarikesh Nagar-246 762, Dist. Bijnore, Uttar Pradesh.
6. Correspondence Address: 511, Maker Chambers-V, 221, Nariman Point, Mumbai – 400 021
7. Telephone & Fax Nos.: 2283 2468 & 2288 0690, Fax: 2280 8650
8. Email Address: dsilbom@dwarikesh.com

9. Names of the Stock Exchanges where the company's securities are listed: Bombay Stock Exchange Limited and National Stock Exchange

10. Issued Capital
11. Listed Capital (Exchange-wise)
   (as per company record)
   Number of Shares |
   --------------- |
   16314676        |
   16314676        |

12. Held in dematerialised form in CDSL
13. Held in dematerialised form in NSDL
14. Physical

   Number of Shares |
   --------------- |
   2160701         |
   14095592        |
   58383           |

15. Total No. of shares (12+13+14)

   Number of Shares |
   --------------- |
   16314676        |

16. Reasons for difference if any, between (10&11), (10&15), (11,15) := N.A.

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

<table>
<thead>
<tr>
<th>Particulars***</th>
<th>No. of Shares</th>
<th>Applied/ Not Applied for listing</th>
<th>Listed on Stock Exchanges (Specify Names)</th>
<th>Whether intimated to CDSL</th>
<th>Whether intimated to NSDL</th>
<th>In-prin appr. Pending for SE (Specify Names)</th>
</tr>
</thead>
<tbody>
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</tr>
</tbody>
</table>

***Rights, Bonus, Preferential Issue, ESOPS, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

18. Register of Members is updated (Yes/No): YES
    If not, updated upto which date

[Signature]
19. Reference of previous quarter with regards to excess dematerialized shares, if any. N.A.

20. Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not reason why? N.A.

21. The total no. of request, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reason for delay:

<table>
<thead>
<tr>
<th>Total No. of demat requests</th>
<th>No. of requests</th>
<th>No. of shares</th>
<th>Reasons for delay</th>
</tr>
</thead>
<tbody>
<tr>
<td>Confirmed after 21 days</td>
<td>---</td>
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<td>---</td>
</tr>
<tr>
<td>Pending for more than 21 days</td>
<td>---</td>
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</tr>
</tbody>
</table>

22. Name, Telephone & Fax No. of the Compliance Officer of the Co.:
   Mr. B. J. Maheshwari,
   Whole Time Director & CS cum CCO
   Tel: 2283 2468, 2288 0690 Fax.: 2280 8650
   E-Mail: bjamaheshwari@dwarikesh.com

23. Name, Address, Tel. & Fax No., Regn. No. of the Auditor:
   VKM & Associates
   Company Secretaries
   116, Trinity Co-op. Hsg. Soc.,
   227, Dr. C.H. Street,
   Marine Lines (East), Mumbai – 400 002
   Tel. No. 2207 7257 / 2207 7542
   M.No. F-5023

24. Appointment of common agency for share registry work: YES
   Universal Capital Securities Private Limited
   21, Shakil Niwas,
   Mahakali Caves Road,
   Andheri (E),
   Mumbai – 400 093,
   Tel: 28207203-05 Fax: 28207207

25. Any other detail that the auditor may like to provide. N.A.

Place: Mumbai
Date: 15/01/2016

For VKM & Associates
Company Secretaries
(Vijay Kumar Mishra)
Partner
CP No. 4279