



DWARIKESH SUGAR INDUSTRIES LIMITED

Corp. Off.: 511, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021. Tel.: 2283 2486, 2204 2945 Fax : 2204 7288

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CIN : L15421UP1993PLC018642

Ref: DSIL/2016-17/306

September 19, 2016

To,

The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir / Madam,

Sub: Proposed placement of equity shares, of face value ₹ 10 each, ("**Equity Shares**"), of Dwarikesh Sugar Industries Limited ("**Issuer**" or "**Company**") to Qualified Institutional Buyers ("**QIBs**") under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**") and Section 42 of the Companies Act, 2013, as amended, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "**Issue**" or "**Qualified Institutions Placement**" or "**QIP**")

I hereby confirm that:

1. The new shares to be issued will rank pari-passu with existing equity shares in every respect including dividend.
2. The issue will be in compliance with the chapter VIII of SEBI Regulations.
3. The issue will be in compliance with the prescribed requirements of Regulations 38 of the SEBI (LODR) Regulations, 2015, as amended.
4. The aggregate of the proposed QIP and all previous QIP (if any) made by the issuer in the same financial year shall not exceed five times the net worth of the issuer as per the audited balance sheet of the previous financial year.

Thanking you,

Yours faithfully,

For Dwarikesh Sugar Industries Limited


Authorized Signatory

Name : B. J. Maheshwari

Designation : Whole Time Director & CS cum CCO

Place : Mumbai