

**DWARIKESH SUGAR INDUSTRIES LIMITED**

CIN L15421UP1993PLC018642

*(Incorporated under the Companies Act, 1956)***Registered Office:** Dwarikesh Nagar -246762, District : Bijnor, Uttar Pradesh**Corporate Office:** 511, Nariman Point, Mumbai – 400021. **Tel no.:** 022-22832468, 22042945 **Fax no.:** 22047288**Website:** www.dwarikesh.com **Email :** invstors@dwarikesh.com**DWARIKESH SUGAR INDUSTRIES LIMITED**

CIN L15421UP1993PLC018642

*(Incorporated under the Companies Act, 1956)***Registered Office:** Dwarikesh Nagar -246762, District : Bijnor, Uttar Pradesh**Corporate Office:** 511, Nariman Point, Mumbai – 400021. **Tel no.:** 022-22832468, 22042945 **Fax no.:** 22047288**Website:** www.dwarikesh.com **Email :** invstors@dwarikesh.com**POSTAL BALLOT FORM**1. Name and Registered Address :
of the first named Member (in
block letters)2. Name(s) of the joint Member(s) :
if any3. Registered Folio no. /DP ID/ :
Client ID No.

4. No of shares held :

I/ We hereby exercise my/ our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the Businesses stated in Notice of Postal Ballot dated June 2, 2017 of the Company by sending my / our assent or dissent to the said Ordinary Resolutions by placing the tick [√] mark at the appropriate box below:

| Item No. | Description | No. of shares held | I / We assent [agree] to the Resolution [FOR] | I/ We dissent to the Resolution [AGAINST] |
|----------|---|--------------------|---|---|
| 1 | Ordinary Resolution for sub-division of 1 (one) Equity Share of face value of ₹ 10 each, into 10 (Ten) Equity Shares of face value of ₹ 1 (one) each. | | | |
| 2 | Ordinary Resolution for alteration of Capital Clause of Memorandum of Association. | | | |

Place :

Date :

Signature of the Member**POSTAL BALLOT FORM**1. Name and Registered Address :
of the first named Member (in
block letters)2. Name(s) of the joint Member(s) :
if any3. Registered Folio no. /DP ID/ :
Client ID No.

4. No of shares held :

I/ We hereby exercise my/ our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the Businesses stated in Notice of Postal Ballot dated June 2, 2017 of the Company by sending my / our assent or dissent to the said Ordinary Resolutions by placing the tick [√] mark at the appropriate box below:

| Item No. | Description | No. of shares held | I / We assent [agree] to the Resolution [FOR] | I/ We dissent to the Resolution [AGAINST] |
|----------|---|--------------------|---|---|
| 1 | Ordinary Resolution for sub-division of 1 (one) Equity Share of face value of ₹ 10 each, into 10 (Ten) Equity Shares of face value of ₹ 1 (one) each. | | | |
| 2 | Ordinary Resolution for alteration of Capital Clause of Memorandum of Association. | | | |

Place :

Date :

Signature of the Member

INSTRUCTIONS FOR PHYSICAL VOTING

1. A Member[s] desirous to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid Business Reply Envelope. However, envelope containing Postal Ballot Form, if sent by courier at the expense of the Member[s] will also be accepted.
2. This form should be duly completed and signed by the Member. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company or furnished by NSDL / CDSL to the Company, in respect of shares held in the physical form or demat form respectively] by the first named Member and in his absence, by the next named joint Member.
3. Unsigned / Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:00 p.m. on July 29, 2017. Postal Ballot Form received after this date will be strictly treated as if the reply from the Member has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on the cutoff date i.e. June 23, 2017.
6. A Member may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link www.dwarikesh.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5:00 p.m. on July 29, 2017.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Members are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the said paper(s) / document(s) will not be acted upon.
10. Members are requested to fill the Postal Ballot Form in indelible ink [and avoid filling it by erasable writing medium/s like pencil].
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. Members holding shares in physical mode are advised to convert their holding in demat mode as the same is convenient, easy to administer, transact, safe & cost effective.

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:

1. The voting period begins from 9:00 a.m. on June 30, 2017 [Friday] and ends at 5:00 p.m. on July 29, 2017 [Saturday]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date June 23, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Members should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders / Members.
4. Now enter your User ID:
 - a. For CDSL : 16 digit beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 digit Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| Permanent Account Number (PAN) | Enter your 10 digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed on the bottom of the first page of Postal Ballot Form. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company record in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4) |

8. After entering these details appropriately, click on "Submit" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN of DWARIKESH SUGAR INDUSTRIES LIMITED on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting Page.
17. If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non-Individual Members and Custodians:
 - Non-Individual Members [i.e. other than Individuals, HUF, NRI, etc.] and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account[s] for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney [POA] which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ["FAQs"] and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

INSTRUCTIONS FOR PHYSICAL VOTING

1. A Member[s] desirous to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid Business Reply Envelope. However, envelope containing Postal Ballot Form, if sent by courier at the expense of the Member[s] will also be accepted.
2. This form should be duly completed and signed by the Member. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company or furnished by NSDL / CDSL to the Company, in respect of shares held in the physical form or demat form respectively] by the first named Member and in his absence, by the next named joint Member.
3. Unsigned / Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:00 p.m. on July 29, 2017. Postal Ballot Form received after this date will be strictly treated as if the reply from the Member has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on the cutoff date i.e. June 23, 2017.
6. A Member may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link www.dwarikesh.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5:00 p.m. on July 29, 2017.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Members are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the said paper(s) / document(s) will not be acted upon.
10. Members are requested to fill the Postal Ballot Form in indelible ink [and avoid filling it by erasable writing medium/s like pencil].
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. Members holding shares in physical mode are advised to convert their holding in demat mode as the same is convenient, easy to administer, transact, safe & cost effective.

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:

1. The voting period begins from 9:00 a.m. on June 30, 2017 [Friday] and ends at 5:00 p.m. on July 29, 2017 [Saturday]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date June 23, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Members should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders / Members.
4. Now enter your User ID:
 - a. For CDSL : 16 digit beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 digit Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| Permanent Account Number (PAN) | Enter your 10 digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed on the bottom of the first page of Postal Ballot Form. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company record in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4) |

8. After entering these details appropriately, click on "Submit" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN of DWARIKESH SUGAR INDUSTRIES LIMITED on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting Page.
17. If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non-Individual Members and Custodians:
 - Non-Individual Members [i.e. other than Individuals, HUF, NRI, etc.] and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account[s] for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney [POA] which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ["FAQs"] and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.