

DWARIKESH SUGAR INDUSTRIES LIMITED

Corp. Off.: 511, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021. Tel.: 2283 2468, 2204 2945 Fax : 2204 7288
E-mail : dsilbom@dwarikesh.com • Website : www.dwarikesh.com • CIN : L15421UP1993PLC018642

REF: DSIL/2018-19/257

August 31, 2018

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai - 400 001
Fax: 22723 2082 /3132

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra - Kurla Complex,
Bandra [E], Mumbai - 400 051

Scrip Code - 532610

Scrip Code - DWARKESH

Subject: Scrutinizer Report (24th Annual General Meeting)

Dear Sirs,

Please find enclosed herewith the consolidated report of Scrutinizer on e-voting and physical voting through ballot paper at 24th Annual General Meeting of the company held on August 31, 2018 at 12.30 p.m. at registered office of the company situated at Dwarikesh Nagar, 246762, Dist. Bijnor, U.P., The same is being uploaded on the website of the company - www.dwarikesh.com.

Thanking you,

Yours faithfully,
For Dwarikesh Sugar Ind. Ltd.

B J Maheshwari
Managing Director & CS cum CCO

Encl: a/a

D.P. Agarwal & Co.

CHARTERED ACCOUNTANTS

4-B, BILQEES MANSION, 4TH FLOOR, 261/263, DR. D.N. ROAD, FORT, MUMBAI - 400 001

E-mail: dpagarwal@vsnl.net

DAMODAR P. AGARWAL
B.COM., L.L.B. (Gen.)
F.C.A., F.C.S.

Tel: 2263 6465
Fax: 2263 6466
Mob: 9820122793

SCRUTINIZER'S REPORT

Name of the Company : Dwarikesh Sugar Industries Limited
Meeting : 24th Annual General Meeting
Date & Time : Friday, August 31, 2018 at 12.30 noon
Venue : Dwarikesh Nagar - 246 762, Dist. Bijnor, Uttar Pradesh

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the 24th Annual General Meeting (AGM) of Dwarikesh Sugar Industries Limited hereinafter referred to as the Company held on Friday, August 31, 2018 at 12.30 noon at Dwarikesh Nagar - 246 762, Dist. Bijnor, Uttar Pradesh.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM;

- On August 2, 2018 by email to 38041 Members who had registered their email-ids with Depositories/the Company.
- On August 2, 2018, by courier / speed post / air mail to 6726 Members in physical form.

3. Cut-Off Date:

The Voting rights were reckoned as on August 24, 2018 being the Cut-Off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the meeting.

4. Remote e-Voting

4.1 Agency:

The Company has appointed CDSL as the agency for providing the remote e-voting platform.



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4.2 Remote e-Voting:

Remote e-Voting platform was open from 9.00 a.m. on Tuesday, August 28, 2018 to 5.00 p.m. on Thursday, August 30, 2018 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by CDSL.

5. Voting at the AGM:

5.1 As prescribed under Rule 20 (40)(xii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the remote e-Voting agency provided us with the names, DP Id & Client ID/ folio numbers and shareholding of the members who had cast their votes through remote e-voting.

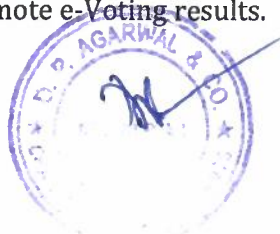
5.3 The Company had authorized CDSL to conduct voting facility through electronic means for the Meeting and CDSL facilitated the same.

6. Counting Process:

6.1 On completion of electronic voting of the meeting, CDSL provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the resolutions.

6.2 The votes were reconciled with the records maintained by the company and RTA with respect to the authorizations/ proxies lodged with the company.

6.3 I unblocked the remote e-Voting results on the CDSL E-Voting platform in presence of 2 members and downloaded the remote e-Voting results.



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7. Results:

7.1 I observed that

a) 35 members had cast their votes at the meeting; and

b) 40 members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each items on the agenda as set out in the Notice of the 24th Annual General Meeting dated May 07, 2018 is enclosed.

7.3 Based on the aforesaid results, I report that, Eight (8) Ordinary Resolutions as contained in Item No.1 to Item No. 4 & Item No. 7 to Item No. 9 & Item No. 11 and Three (3) Special Resolutions as contained in Item No. 5, Item No. 6, & Item No. 10 have been passed with requisite majority.

For D P AGARWAL & Co
(Firm Registration No. 100068W)
Chartered Accountants

(D P Agarwal - Scrutinizer)
(Proprietor)
(Membership No. FCA 35500)



Date : August 31, 2018

Place : Dwarikesh Nagar, Dist. Bijnor, Uttar Pradesh

D.P. Agarwal & Co.

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CONSOLIDATED RESULTS

Item No. 1: Ordinary Resolution:

Adoption of financial statement for the year ended March 31, 2018.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
71	92928286	99.9986

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
4	1320	0.0014

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Cumulative Redeemable Preference Shares (Series I & II) for the financial year 2017-18.

1. Voted in favour of the resolution:

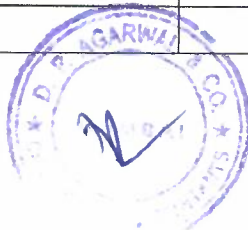
Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
69	92924454	99.9952

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
5	4452	0.0048

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	700



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Item No. 3: Ordinary Resolution:

Appointment of Director in place of Shri B. J. Maheshwari who retires by rotation and being eligible offers himself for re-appointment.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
68	92914844	99.9952

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
5	4452	0.0048

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	10310

Item No. 4: Ordinary Resolution:

Ratification of M/s NSBP & Co., Chartered Accountants, New Delhi, as Statutory Auditors.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
70	92925154	99.9952

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
5	4452	0.0048

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



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Item No. 5: Special Resolution:

Re-designation of Shri Vijay S Banka from Whole Time Director & CFO to Managing Director & CFO (DIN 00963355).

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
71	92928286	99.9986

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
4	1320	0.0014

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 6: Special Resolution:

Re-designation of Shri B. J. Maheshwari from Whole Time Director & CS cum CCO to Managing Director & CS cum CCO (DIN 00002075).

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
68	92914844	99.9952

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
5	4452	0.0048

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	10310



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Item No. 7: Ordinary Resolution:

Approval for increase in remuneration of Ms. Priyanka G. Morarka.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
59	14091349	99.9663

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
9	4747	0.00337

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 8: Ordinary Resolution:

Appointment of Shri G. R. Morarka as Mentor to the Board.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
63	14091644	99.9684

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
5	4452	0.0316

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



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Item No. 9: Ordinary Resolution:

Appointment & fixation of remuneration of Cost Auditors.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
70	92925154	99.9952

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
5	4452	0.0048

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 10: Special Resolution:

Approval for continuation of holding of office of Shri B. K. Agarwal (Non-Executive Independent Director) (DIN 00001085).

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
69	92647137	99.6960

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
6	282469	0.3040

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



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Item No. 11: Ordinary Resolution:

Determination of fees for delivery of documents through a particular mode to a member.

1. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
70	92925154	99.9952

2. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total numbers of valid votes cast
5	4452	0.0048

3. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

For D P AGARWAL & Co
(Firm Registration No. 100068W)
Chartered Accountants

(D P Agarwal - Scrutinizer)
(Proprietor)

(Membership No. FCA 35500)



Place: Dwarikesh Nagar

Date : August 31, 2018

D.P. Agarwal & Co.

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August 31, 2018

To,
The Chairman,
Dwarikesh Sugar Industries Limited
[CIN: L15421UP1993PLC018642]
Dwarikesh Nagar - 246 762,
Dist. Bijnor, Uttar Pradesh

Dear Sir,

At the outset, I would like to express my gratitude to the Board of Directors of the Company for appointing me as the Scrutinizer for the remote e-Voting and voting by members of the Company at the Twenty Fourth Annual General Meeting held on August 31, 2018.

I am pleased to submit my Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For **D P AGARWAL & Co.**
(Firm Registration No. 100068W)
Chartered Accountants

(D P Agarwal - Scrutinizer)
(Proprietor)
(Membership No. FCA 35500)

