Dharani Sugars and Chemicals Limited

CIN No. L15421TN1987PLC014454

Regd. Office : "PGP HOUSE" , 57, Sterling Road, Nungambakkam, Chennai - 600 034.
Tel. : 28311313, 28254176, Fax : 28232074, 28232076
Email : commercial@pgpgroup.in, finance@pgpgroup.in, secretarial@pgpgroup.in
Website: www.dharanisugars.in TIN No. : 33061502443 CST No. : 818529 / 19.11.87

September 3, 2016

To

The Corporate Relationship Department BSE Ltd., 1st Floor, New Trading Wing P J Towers, Dalal Street Mumbai – 400 001	The Authorised Signatory National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No. C/1 G Block Bandra – Kurla Complex Bandra East, Mumbai 400 051

Dear Sir/Madam

Sub: Notice of 29th AGM and Intimation of remote e-voting facility as well as closure of register of members.

It is hereby notified that the 29th Annual General Meeting (AGM) of Dharani Sugars and Chemicals Limited is scheduled on Wednesday, the 28th September 2016 at 10.30 a.m. at Narada Gana Sabha, Mini Hall, Alwarpet, and Chennai 600018. Copy of Notice along with Board's Report is attached herewith.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) rules 2014, as amended and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing its members the facility to cast their vote by electronic means on all resolutions set for the in the notice. The instructions for e-voting are mentioned in the said notice.

Further, as per Section 91 of the Companies Act, 2013 & rules notified thereunder and Regulations 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby notified that, Register of Members and Share Transfer Books of Dharani Sugars and Chemicals Limited will remain closed from 22nd September 2016 to 28th September 2016 (both days inclusive) for the purpose of taking on record date.

Thanking you,

Yours faithfully,
for Dharani Sugars and Chemicals Limited

E P Sakthivel
Company Secretary

DHARANI SUGARS AND CHEMICALS LIMITED * No. 57, Sterling Road, Nungambakkam, Chennai - 34.

Encl.: as above

Dharani Nagar, Vasudevanallur,
Tirunelveli District - 627 760
Ph : (04636) 241370, 371, 372
Fax : (04636) 241578
Email : dharani1@dharanisugars-pgp.com

Karaipoondi Village, Polur,
Tiruvannamalai District - 606 803.
Ph : (04181) 223161, 223162, 223170
Fax : (04181) 223330
Email : dharani2@dharanisugars-pgp.com

Kalayanallur Village,
Pallangacherry Post, Kallakurichi Via,
Villupuram District - 606 206
Ph : (04151) 248208, 248277
Email : dharani3@dharanisugars-pgp.com

DHARANI SUGARS AND CHEMICALS LIMITED

PGP GROUP

29th ANNUAL REPORT 2015-2016

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29TH ANNUAL REPORT

BOARD OF DIRECTORS

Dr Palani G Periasamy	Chairman
Mr M Ramalingam	Managing Director
Dr K N Sivasubramanian	Director
Mr A Sennimalai	Director
Mr P S Gopalakrishnan	Director
Mr T Pitchandi	Director
Mrs Visalakshi Periasamy	Director
Mr P Selvam	Director
Dr S Muthu	Director
Dr K C Reddy	Nominee Director – IREDA
Mr E P Sakthivel	Company Secretary
Mr M P Kaliannan	Chief Financial Officer
Auditors	M/s Srinivasan & Shankar Chartered Accountants, Chennai – 600 004
Banks and Public Financial Institution	ICICI Bank Limited
	Indian Bank
	State Bank of India
	Bank of India
	Central Bank of India
	IDBI Bank Limited
	The South Indian Bank Limited
	The Federal Bank Limited
	Union Bank of India
	Indian Overseas Bank
	IREDA
Corporate Identification No.(CIN)	L15421TN1987PLC014454
Registered Office	PGP House,New No. 59 (Old No.57) Sterling Road, Nungambakkam, Chennai 600 034
Phone Nos/ Fax Nos	91-44-28311313, 2820 7480 Fax No. 91-44- 28232074/76
Email & Website	secretarial@dharanisugars-pgp.com www.dharanisugars.in
Factories	Dharani –I , Dharani Nagar, Tirunelveli Dist – 627 760, Tamil Nadu, Phone No. 04636 – 241370-72 dharani1@dharanisugars-pgp.com
	Dharani –II, Karaipoondi Village, Chetpet, Polur Taluk Tiruvannamalai Dist – Tamil Nadu Phone No. 04181-223161 -162,223170 dharani2@dharanisugars-pgp.com
	Dharani –III, Kalayanallur Village, Sankarapuram Taluk. Villupuram Dist – 606206, Tamil Nadu Phone No. 04151 -248208,248277 dharani3@dharanisugars-pgp.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **TWENTY NINTH** Annual General Meeting of the Members of the Company will be held at "Sathguru Gnanananda Mini Hall", Narada Gana Sabha, New No.314 TTK Road, Alwarpet, Chennai 600 018 on **Wednesday, the 28th September 2016 at 10.30 A.M** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and Cash Flow Statements for the year ended on that date and consider the reports of the Directors and Auditors.

2. To appoint a Director in place of Mrs Visalakshi Periasamy (DIN 00064517) who retires by rotation and being eligible offers herself for re-appointment.

3. To consider and if thought fit, to pass, the following resolution as ordinary resolution:

   RESOLVED THAT pursuant to the provisions of section 139, 142 of the Act and Audit and Auditors Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Company is hereby accorded for the ratification of the appointment as Statutory Auditors M/s Srinivasan & Shankar, Chartered Accountants, Chennai (Registration number 005093S with the Institute of Chartered Accountants of India), who were reappointed as Statutory Auditors, in the AGM held on 28.9.2015 in terms of provisions of section 141 of the Act, and rule 4 of the rules, to continue to hold office as Statutory Auditors for the remaining period of 1 year Viz. for the year 2016-17 till the conclusion of the 30th Annual General Meeting, on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

4. **To consider, and if thought fit to pass with or without modification, the following resolution as a Special Resolution.**

   Remuneration to Dr.Palani.G.Periasamy, whole time director designated as Executive Chairman

   RESOLVED THAT pursuant to the procedure indicated in part II section II of Schedule V read with section 196, 197 & 203 of the Companies Act 2013 and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals or consents as may be necessary, approval of the shareholders of the company be and is hereby accorded to the payment of the remuneration as indicated below to Dr Palani G Periasamy, Whole time Director designated as Executive Chairman of the company for a period not exceeding 3 years from the year 2015 - 16.

Rs. In Lakhs

Particulars	per annum
Salary	24.00
Perquisites	-
LTA	-
Medical	-
Total	24.00

5. **To consider, and if thought fit to pass with or without modification, the following resolution as a Special Resolution**.

   Remuneration to Mr M Ramalingam, whole time director designated as Managing Director.

   RESOLVED THAT pursuant to the procedure indicated in part II section II of Schedule V read with section 196, 197 & 203 of the Companies Act 2013 and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals or consents as may be necessary, approval of the shareholders of the company be and is hereby accorded to the payment of the remuneration as indicated below to Mr M Ramalingam, whole time director designated as Managing Director of the company for the year 2015 - 16

Rs. In Lakhs

Particulars	per annum
Salary	21.60
Perquisites	2.40
LTA	1.80
Medical	1.80
Total	27.60

Notes:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

The proxy form, in order to be effective must be duly completed, stamped and lodged with the Registered Office of the Company not less than

forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

1. As required under Regulation 36(3) of SEBI Listing Obligation and Disclosure Requirement regulations 2015, the relevant details of Director seeking / re-appointment under item No.2 is annexed.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2016 to 28th September 2016 both days inclusive.
3. Members/ Proxy holders must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance. Xerox copy/ torn attendance slips will not be accepted. Only members/proxy will be admitted to the auditorium for the meeting.
4. Members are requested to quote their Registered Folio numbers/ ID Nos. in all correspondence with the Company and notify the Company immediately of change, if any, in the Registered Address and/ or of their mandates.
5. All documents referred to in the above notice are open for inspection at the Registered Office of the Company between 2.00 P.M and 4.00 P.M on any working day.
6. Members who have not encashed their Dividend Warrants of 2008-09, 2009-10, 2011-12 and 2012-13 may send the same to the registered office or Share Transfer Agent for revalidation.
7. Unpaid dividend for over 7 years will be transferred to Investor Education and Protection Fund Members may refer to page No.39 of the Annual Report and lodge their claim, if any, immediately.
8. Members are requested to bring their copies of Annual Report to the Meeting.
9. Pursuant to section 108 of the Companies Act, 2013 and in compliance with SEBI directives through the Listing Agreement, the Company has made the necessary arrangements to enable the members to exercise their right to vote on the resolutions through Electronic Voting. The detailed procedure for availing this facility is explained in the **annexure.**

By Order of the Board
For **Dharani Sugars and Chemicals Limited**

Place: Chennai – 34
Date : 26.05.2016

E P Sakthivel
Company Secretary

INFORMATION ABOUT THE DIRECTOR SEEKING RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING IS FURNISHED HEREUNDER

Item No.2 – Re-appointment of Mrs Visalakshi Periasamy

Particulars	
Name of the Director	Mrs. Visalakshi Periasamy
Date of Birth	12/08/1946
Date of Appointment	12/11/2014
Qualification	BBA
Experience in specific functional areas	28 years
List of other Listed Companies in which Directorship held	Dharani Finance Ltd.,
Chairman/Member of the Committee of the Board of Director of the Company	-
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis) as on March 31, 2016	1200101
Relationship between directors inter - se	She is the spouse of Dr. Palani G Periasamy, Executive Chairman

Explanatory Statement under Section 102 of the Companies Act, 2013.

Item No.4 Remuneration to Dr Palani G Periasamy, Whole Time Director designated as Executive Chairman.

Dr Palani G Periasamy, the promoter of the Company was reappointed as a Whole time Director at the 22nd Annual General Meeting held on 24.08.2009 for a period of five years from 25.06.2009 to 24.06.2014. His term of office came to a close by 24.06.2014. He was reappointed as Whole time director designated as Chairman for a fresh period of 5 years from 25.06.2014 with the following remuneration and approval of shareholders was obtained through a Special Resolution in the Annual General Meeting held on 25.09.2014.

Rs in Lakhs

Particulars	Total for the year
Salary (fixed@ Rs.4.00 lakhs p.m.)	48.00
Perquisites	
LTA (One month Salary)	4.00
Medical (One Month Salary)	4.00
Total	56.00

Plus commission @ 3% of the Net Profits.

It was also provided therein that in case there are no profits or if the profits are insufficient, payment of remuneration will be regulated within the limits, i.e., not exceeding Rs.60 lakhs per year prescribed in Section II Part II of the Schedule V to the Companies Act, 2013 and after following the prescribed procedure detailed therein. As the profits for the year 2015-16 are insufficient, the above procedure is being followed. The following remuneration which is within the prescribed limits is proposed for a period not exceeding 3 years from the year 2015 - 16.

Rs in Lakhs

Particulars	Total for the year
Salary	24.00
Perquisites	
LTA	-
Medical	-
Total	24.00

The Nomination & Remuneration Committee has recommended this remuneration and the Board has approved this.

b) Interest of Directors, Key Managerial personnel and their relatives:

None of (i) Directors, except Mrs Visalakshi Periasamy, Director

(ii) Key Managerial Personnel (CFO & CS), and

(iii) Relatives of the persons mentioned in (i) and (ii) are interested in the above said resolution.

c) Relevance of Resolution in any other Company.- The above resolution does not affect any other Company.

d) Inspection of Documents - No document is required to be kept for inspection other than the Order of Appointment.

I. General Information		
1	Nature of industry	Manufacture of Sugar, Power
2	Date or expected date of commencement of commercial production	04.06.1987
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance based on given indicators	Given in the Board's Report
5	Foreign investments or collaborations, if any	NA
II. Information about the appointee		
1	Background details	Dr Palani G Periasamy obtained his Masters in Economics from University of Madras in 1962, Masters in Economic from University of Pittsburgh, USA in 1969 and Doctorate in Advanced Micro / Macro Economics from the University of Pittsburgh, USA in 1972. He has over the years held various positions including Member, American Economic Association, Member, Eastern Economic Association, Member, Atlantic Economic Society and Member, Society of Government Economists. He was also Director of Graduate Studies, Graduate School of Business and Administration, University of Baltimore from 1975-79. He had been conferred with various awards, principal among them being "Outstanding Educator of America" award for two consecutive years in 1975 and 1976 and the "National Unity Award 1993" from the All India National Unity Conference, New Delhi. Since 1987, Dr Palani G Periasamy has been managing the activities of the PGP Group in India.
2	Past Remuneration	Rs.4.00 lakhs p.m. But paid only Rs.24 lakhs being the minimum as per Schedule V of the Companies Act 2013.
3	Recognition or awards	As above
4	Job Profile and his suitability	He has more than 36 years experience in General administration in the group promoted by him.
5	Remuneration proposed	Rs. 24.00 Lakhs
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Rs. 1 to 2 Crores per annum
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He holds 3602775 equity shares constituting 12.26% in Dharani Sugars and Chemicals Limited. He is the spouse of Mrs Visalakshi Periasamy, a Director.
III. Other information		
1	Reasons of loss or inadequate profits	Glut in sugar world over coupled with the decentralization of sugar in India have resulted in drastic reduction in the Sugar Price., whereas the Cane Price has been increased by the Governments.
2 3	Steps taken or proposed to be taken for improvement Expected increase in productivity and profits in measurable terms	Explained in the Board's Report.

Accordingly the Directors commend the resolution for approval of the Shareholders as a **Special Resolution**.

Item 5. Remuneration to Mr M Ramalingam, Managing Director

Mr. M Ramalingam, (DIN: 00278025) was reappointed as Managing Director for a period of 5 years from 01.04.2012 with the following remuneration and approval of Shareholders was obtained through a Special Resolution in the Annual General Meeting held on 17th September 2012.

Salary	Rs.1,50,000-15000-2,10,000/-
Perquisites	HRA at Company Rates Medical Reimbursement (@ 1 month salary) LTA (@ 1 month Salary)

It was also provided therein that in case there are no profits or if the profits are insufficient, payment of remuneration will be regulated within the limits, as per Schedule XIII of the Companies Act, 1956. After the notification of the new Companies Act, 2013, remuneration in such cases will be regulated in accordance with Section II Part II of the Schedule V to the Companies Act, 2013 and after following the prescribed procedure. As the profits for the year 2015 - 16 are insufficient, the above procedure is being followed. The following remuneration which is within the prescribed limits is proposed, as recommended by the Nomination & Remuneration Committee and Board for the year 2015 - 16.

In Lakhs

Particulars	Per annum
Salary	21.60
Perquisites	
HRA	2.40
LTA	1.80
Medical	1.80
Total	27.60

b) Interest of Directors, Key Managerial personnel and their relatives:

None of (i) Directors,

(ii) Key Managerial Personnel (CFO & CS), and

(iii) Relatives of the persons mentioned in (i) and (ii) are interested in the above said resolution.

c) Relevance of Resolution in any other Company.- The above resolution does not affect any other Company.

d) Inspection of Documents - No document is required to be kept for inspection other than the Appointment Order

I. General Information		
1	Nature of industry	Manufacture of Sugar, Power
2	Date or expected date of commencement of commercial production	04.06.1987
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance based on given indicators	Given in the Board Report
5	Foreign investments or collaborations, if any	Nil
II. Information about the appointee		
1	Background details	Shri M Ramalingam joined the group during 1988 as Technical Head and is also a Member of Board. He is having about 32 years experience in sugar industry. He is a well renowned technocrat and has won many awards for achieving technical excellence in sugar industry operations. He has also been appointed a member of many technical committees / associations both at Regional and all India level.
2	Past Remuneration	Rs.1,80,000/- + perquisites per month
3	Recognition or awards	As above
4	Job Profile and his suitability	He has more than 32 years experience in General administration in the group.
5	Remuneration proposed	Rs.1,80,000/- + perquisites. per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Rs. 4 to 5 lakhs per month + perquisites
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Holds 2200 equity shares constituting 0.01% in Dharani Sugars and Chemicals Limited
III. Other information		
1	Reasons of loss or inadequate profits	Supply demand mismatch. Government regulations on price of raw materials Higher production and worldwide supply glut (given in detail in board's Report)
2	Steps taken or proposed to be taken for improvement	Explained in Board's Report
3	Expected increase in productivity and profits in measurable terms	

Accordingly the Directors commend the resolution for approval of the Shareholders as a **Special Resolution**.

Procedure for e- Voting Process

The Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means as required by Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of LODR 2015 as amended. This business would be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

2. E-Voting commences on the **25th September 2016 (10.00 AM)** and ends on **27th September 2016 (5.00 PM)** e-Voting through electronic mode shall not be allowed beyond 5.00 p.m. on **27th September 2016**. During this period, shareholders of the company, holding shares as on the Cutoff date of **21st September 2016** are entitled to cast their vote electronically.

3. Instructions for e-Voting for members receiving an email from CDSL pursuant to their email IDs having been registered with the company/ Depository Participants:

(i) User ID and password are required for e-Voting. If you are holding shares in Demat form and logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used. Else, follow clause (v) to (vii) for login.

(ii) Launch the internet browser during the voting period. Type the URL in the address bar www.evotingindia.com. Home screen opens.

(iii) Click on "Shareholders" tab to cast your vote.

(iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN (case sensitive) issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name in block letters and the sequence number (8 digits) printed in the address slip in the PAN field.

Please enter any one of the details in order to login.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ % & *). Kindly note that this password is to be also used by the demat 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.

(viii) Select EVSN (Electronic Voting Sequence number) of Dharani Sugars and Chemicals Limited.

(ix) On the voting page, you will see Resolution Description and against the same the option "YES/ NO" for voting. Select the option as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xi) 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

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

4. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

(i) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

5. E-voting cannot be exercised by a proxy. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

6. During the voting period, security holders can login any number of times till they have voted on all the resolutions. They can also decide to vote only on some of the resolutions.

7. A member who has cast his vote by electronic means is not entitled to vote again at the AGM.

8. 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 send an email to helpdesk.evoting@cdslindia.com.

9. The voting rights of shareholders shall be in proportion to their shareholding as on the Cutoff date of 22nd September 2016.

10. Mr M Damodaran, Practicing Company Secretary (Membership No. 005837) has been appointed as the Scrutinizer.

11. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same;

12. The results will be declared on or after the AGM of the company. The results declared along with the Scrutinizer's report will be placed on the company's website www.dharanisugars.in and on the website of CDSL www.evotingindia.co.in within 2 days of passing of the resolutions at the AGM of the company and communicated to NSE and BSE.

BOARD'S REPORT

Dear Members,

Your Directors present herein the **Twenty-Ninth Annual Report** on the operations of your Company and the Audited Statement of accounts for the year ended 31st March 2016.

FINANCIAL SUMMARY

Rs. In Crores

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Total Revenue	369.72	381.25
Profit before Interest, Depreciation and Tax	47.44	7.15
Interest and Finance Charges	66.63	66.50
Cash Profit / (Loss)	(19.19)	(59.33)
Depreciation	20.59	21.20
Profit/(Loss) before Tax	(39.78)	(80.55)
Deferred Tax-Asset/(Liability)/ MAT Reversal	28.07	6.39
Profit/(Loss) After Tax	(11.71)	(74.16)
Dividend proposed	-	-
Dividend Tax	-	-
Transfer to General Reserve	-	-
Profits / (Loss) Brought forward from last year	(48.14)	26.02
Profit/(Loss) carried forward to Balance Sheet	(59.85)	(48.14)

PERFORMANCE

Financial Performance : During the year under review the total income was Rs. 369.72 crores as against Rs.381.25 crores in the previous year. Gross profit for the year was Rs.47.44 crores against the profit of Rs.7.15 crores in the previous year. The interest for the year was Rs.66.63 crores against Rs.66.50 crores in the previous year. After providing for interest, the operations have resulted in a Cash loss of Rs.19.19 crores as against the cash loss of Rs.59.33 crores in the previous year. The net loss after depreciation and tax has decreased to Rs.11.71 crores as against the loss of Rs 74.16 crores in the previous year.

The sugar industry has been facing glut in sugar during the last few years due to continuous excess production of sugar both in domestic and international level. The sugar realization has fallen below the cost of production. On account of this, most of the sugar mills in the country have incurred huge loss. From November 2015, the sugar price has started improving and presently hovers around Rs 3400/qtl. We expect the price to further improve in the coming months and the performance is also expected to improve substantially.

Sugar: During the year under review, the Company has crushed 10.51 lakh tonnes of cane as against 10.58 lakh tonnes of cane in the previous year. Consequently the total sugar production was 9.24 lakh qtls as against 9.67 lakh qtls in the previous year. The total sugar sold was 10.85 lakh qtls as against 9.59 Lakh qtls in the previous year. The average free sale sugar realization for the year ended was Rs. 2413/- qtl as against the average realization of Rs.2914/- qtl in the previous year.

Power: During the year under review, the total power generation was 1179 lakh units as against 947 lakh units in the previous year. The export to the TNEB grid was 783 lakh units as against 604 lakh units in the previous year. During this period, the power generation was higher mainly on account of using coal for generation of power from Unit III and exporting to the grid under short term open access contract with TANGEDCO.

Industrial Alcohol: During this period under review, the production of industrial Alcohol was 159.92 lakh liters as against 129.15 lakh liters in the previous year. The total alcohol sold was 152.98 lakh liters as against 139.87 lakh liters in the previous year. The average realization was Rs. 37.60 per liter as against Rs.42.03 per liter in the previous year.

RESERVES

No amount is proposed to be transferred to General Reserves account on account of losses.

DIVIDEND

Due to absence of profits in the current year, the Board of Directors is unable to recommend any dividend for the year 2015-16.

SHARE CAPITAL

There is no change in the Share Capital of the Company either in the Authorised Capital or in the Issued Capital. The paid up equity capital as on March 31, 2016 was Rs.29,38,98,460. The Company has not issued any shares during the period. However, the Company proposes to convert the unsecured loans brought in pursuant to CDR approvals, into equity at the appropriate time, as advised by the Lenders.

EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in form MGT-9 is attached herewith. Annexure - I

BOARD MEETING

During the year 2015-16 five Board Meetings were held on 27.05.2015, 13.08.2015, 12.11.2015, 11.02.2016 and 26.03.2016.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs Visalakshi Periasamy, (DIN 00064517) retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors state that:

i) In the preparation of the annual accounts, the applicable accounting standards have been followed.

ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The directors have prepared the annual accounts on a going concern basis.

v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Declaration of Independent Directors

The independent directors have submitted their declaration as per Sec.149(7) that they continue to meet the criteria of independence as provided in Sec.149 (6).

POLICY ON DIRECTOR APPOINTMENT & REMUNERATION POLICY

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Corporate Governance Report which is attached as Annexure-II to this Report.

AUDITOR'S REPORT

There are no qualifications, reservations, or adverse remarks in the Auditors' report. The observations made in the Auditors' Report read together with relevant notes thereon are self-explanatory and do not call for any further comments under Section 134 of the Companies Act, 2013.

STATUTORY AUDITORS

M/s Srinvasan & Shankar, Chartered Accountants, Chennai (FRN 005093S), Chennai retire as Statutory Auditors on the conclusion of this Annual General Meeting. They can be continued for a further period of 1 year, though they have completed the two terms of 5 years each on 31.03.2014. They have conveyed their consent for re-appointment and have also furnished the required declaration as required in Section 139 of the Act.

SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr M Damodaran and Associates Company Secretaries in practice to undertake the Secretarial Audit of the Company. Their Audit report is annexed herewith as "Annexure". There were no qualifications or observations requiring Board comments.

LOANS, GUARANTEES OR INVESTMENTS

Your Company has not given any loans or provided any guarantees or acquired securities as defined in Section 186 of the Companies Act, 2013.

CONTRACTS, ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

All transactions entered into by the Company with Related Parties were in the Ordinary Course of Business and at arm's Length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors. There were no materially significant transactions with Related Parties during the financial year 2015-16 which were in conflict with the interest of the Company or which requires the approval of shareholders. Suitable disclosures as required under AS-18 have been made in Note 24.4.11 of the Notes to the financial statements. Details of the transactions are provided in Form AOC-2 which is attached as Annexure-III to this Report.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of the report. The Company has issued 1540154 equity shares of Rs.10/- each with a premium of

Rs.12/- per share, in the share allotment committee meeting held on 14.5.2016 on a preferential basis by converting a part of the unsecured loans with the approval of the shareholders as advised by the Lenders thro the CDR Scheme and this will reduce the Company's liability towards payment of interest on the unsecured loans. Consequent to this allotment, the paid up share capital has gone up to Rs. 3093.00 lakhs.

Audit Committee

The Audit committee consists of the following Directors.

1. Mr P S Gopalakrishnan	Independent Director
2. Mr T Pitchandi	Independent Director
3. Dr S Muthu	Independent Director
4. Dr K C Reddy	Nominee Director (IREDA)
5. Mr A Sennimalai	Non Executive Director

The Committee met 5 times on 27.05.2015, 13.08.2015, 13.11.2015, 11.02.2016 and 26.03.2016.

There were no instances where the board has not accepted the recommendations of the Audit Committee.

FOREIGN EXCHANGE EARNINGS AND OUT-GO, CONSERVATION OF ENERGY & TECHNOLOGY ABOSORPTION

The details of measures taken for conservation of energy, technology absorption, foreign exchange earnings and outgo are given in the Annexure.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary or any associate Company. Hence no report on subsidiary, associate, joint venture Company is included.

RISK MANAGEMENT POLICY

The Company has developed a risk management policy. Pursuant to Section 134 (3) (n) of the Companies Act, 2013 details of the Policy are disclosed in the Company's Website.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

SIGNIFICANT AND MATERIAL ORDERS

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal financial Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board & to the Chairman of the Company.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the financial controls. Significant audit observations, if any, and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

FIXED DEPOSITS

During the year 2015-16 no amount was collected as deposits as defined in Section 73 and 74 of chapter V of the new Companies Act 2013. Your Company has complied with the provisions of Sec.73 & 74 and the rules prescribed thereunder. Your Company has no unpaid deposits which were due or repayable as on 31st March 2016. Your Company has not defaulted in repayment of the deposits on the due dates. As on the date of this report, there are no unclaimed deposits.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As per section 135 of the Companies Act, a Corporate Social Responsibility (CSR) Committee has been formed. CSR policy has been framed and is available on the Website. Members of the Committee are:

(1) Mr. P. S. Gopalakrishnan (2) Mr. A. Sennimalai (3) Mr. M. Ramalingam

However, as the average of the net profits for the last 3 years is negative, no expenditure has been earmarked on this account.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees as also the Independent Directors. The manner in which the evaluation has been carried out is attached in the Annexure –IV.

VIGIL MECHANISM FOR DIRECTORS & EMPLOYEES

Pursuant to Section 177(9) and 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Obligation and Disclosure Requirement Regulations 2015, the Board of Directors had approved a Policy on Vigil Mechanism/ Whistle Blower and the same is hosted on the website of the Company. This Policy *inter-alia* provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

CORPORATE GOVERNANCE

Your Company is in compliance with the Corporate Governance regulations as laid out in SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015. A report on Corporate Governance in line with SEBI prescribed format incorporated in the Listing Obligations and Requirement Regulations, is attached herewith. A certificate from the Statutory Auditors on compliance of conditions of Corporate Governance has been obtained and copy enclosed to this report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company.

The Code has been posted on the Company's website www.dharanisugars.in

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

PREVENTION OF SEXUAL HARASSMENT

The Company has in place an Anti Sexual harassment policy in line with the requirements of the Section 4 of the Sexual harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received about sexual harassment. All employees are covered under this policy. Details have been displayed prominently in the work place and also in the Company's Website.

No complaints were received during the year 2015-16.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Annexure attached in the Board's Report

PROHIBITION OF INSIDER TRADING

The Company has adopted a Code of disclosures & a Code of Conduct for Prohibition of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

Directors of the Board and the designated employees have confirmed compliance with the Code.

ACKNOWLEDGEMENTS

The Board of Directors places on record its appreciation of the support, assistance and co-operation received from the Central Government, Government of Tamil Nadu, various governmental agencies, ICICI Bank Limited, IREDA, the Company's bankers, Indian Bank, State Bank of India, The South Indian Bank Limited, Bank of India, Central Bank of India, The Federal Bank Limited, Union Bank of India, IDBI Bank Ltd and Indian Overseas Bank.

The Board of Directors also wishes to place on record its appreciation for the cane growers, without whose help and support it could not have achieved the progress that has been made so far. With our encouragement and their initiative, we hope for improved cane availability for the ensuing years.

Your Directors are thankful to the employees of the Company for their wholehearted co-operation and unstinted dedication to duty leading to cordial industrial relations during the year under review.

The Board is thankful and grateful for the continuing co-operation to the management from the shareholders family since inception and is confident that this partnership will sustain forever.

for and on behalf of the Board of Directors

DR PALANI G PERIASAMY
Executive Chairman

Place: Chennai
Dated: 26th May 2016

MANAGERIAL REMUNERATION

A	Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. (Applicable to listed Company)	Annexure II in the Board' Report	
B	Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	There are no employees falling within the requirements of Section 197 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	
C	Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.	NIL	
D	The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statements as per Schedule V, Part II , Section II of the Companies Act, 2013.	Dr Palani G Periasamy Executive Chairman	Mr M Ramalingam, Managing Director
	(*i*) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	* Salary Rs 48,00,000.00. **Perquisites** LTA Rs.4,00,000.00 Medical Rs.4,00,000.00	Salary Rs. 21,60,000.00 **Perquisites** HRA Rs.2,40,000.00 LTA Rs.1,80,000.00 Medical Rs.1,80,000.00
	(*ii*) details of fixed component and performance linked incentives along with the performance criteria;	3% Commission on Net Profits	Nil
	(*iii*) service contracts, notice period, severance fees;	5 years, 3 months, Nil	5 years, 3 months, Nil
	(*iv*) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil	Nil

* As the profits of the Company for the year are inadequate the following minimum remuneration has been proposed to be paid to the Managerial Personnel with the approval of the Shareholders in accordance with Schedule V Part II Section II of the Companies Act, 2013.

Name of the Managerial Personnel	Remuneration
Dr Palani G Periasamy	Rs.24,00,000/-
Mr M Ramalingam	Rs. 27,60,000/-

Management Discussion and Analysis Report :

Your Company is engaged in the business of manufacture of Sugar, Co-generation of Power and Alcohol including Ethanol. The operations are spread over three locations in Tamil Nadu viz., at Dharani Nagar in Tirunelveli District, at Karaipoondi Village, Polur in Thiruvannamalai District and at Kalayanallur Village, Sankarapuram Taluk in Villupuram District.

Cautionary Statement: Statements made in this report describing industry outlook as well as Company's plans, projections and expectations may constitute 'forward looking statements'. Actual results may differ materially from those either expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

World Sugar Scenario:

Brazil, the largest sugar producing country in the world continuous to increase its Cane cultivation by expanding into additional areas. Due to excellent weather in Brazil, the sugar production for the year 2016-17 is expected at 37.51 million tonnes. Though the average yield is down from last year, heavy rain has helped Brazil to increase its total cane area. However, the production in Thailand and India were affected by deficit monsoon associated with El Nino effect. China is also likely to remain in deficit due to strong demand for sugar. The global production is estimated at 174 million tonnes against the demand of 181 million tonnes. On account of this, after 5 consecutive years of excess production now it seems that the current year production and demand will see a deficit in the supply. This trend supported by weak Brazilian currency has resulted in hardening of the global raw sugar price touching a level of 16.89 cents/lb in May 2016.

Indian Sugar Scenario:

India is the largest consumer of sugar in the world and the second largest producer of sugar next only to Brazil. Sugar industry is the second largest Agro based industry after Textile and it employs about 50 million farmers. After seeing continuous excess production of sugar during the last 5 seasons, the production for the season 2015-16 is expected to be about 251 lakh tonnes against the last year production of 283 lakh tonnes. The production for the coming season 2016-17 is also likely to see a downward trend and is estimated at 235 lakh tonnes. The short fall in production was mainly on account of drought in the major sugar producing states like Maharashtra and Northern Part of Karnataka.

The fall in sugar production has helped the industry to realize improved sugar price. After 2 years of very low price, the price has reached a level of about Rs.33/kg and this will help the industry to recover the cost. On account of the expected fall in production in the coming season 2016-17 also, the price is expected to be maintained at reasonable level which in turn will improve the performance of the industry.

The Govt. of India has come out with various supportive measures to help the industry to tide over the financial crises. In order to liquidate the surplus stock, the Govt. of India has announced an incentive of Rs.45 per tonne of Cane to the farmers to compensate the losses arising on account of export of sugar. Ethanol produced out of molasses produced from 1st October 2015 has been exempted from excise duty. This along with the announcement of fixed price for Ethanol has helped the industry to substantially improve the production and supply of Ethanol to oil companies. Though Ethanol blending scheme was started almost a decade back, only now with the Govt. of India's initiative, the scheme is expected to reach the 5% target during this year.

The Central Govt. had fixed FRP for sugarcane at Rs.230/qtl. for the season 2015- 16. The Govt. of India has also retained the same price for the coming season 2016-17. However, Govt. of Tamil Nadu has announced a state advised price for cane at Rs.2850/tonne for 2015-16 season. The private mills in Tamilnadu have however challenged the legality of SAP.

Tamil Nadu which has seen drastic drop in production during the last two seasons on account of drought, is expected to increase the production for the coming season 2016-17 by about 15% on account of improved monsoon during the last quarter of 2015.

Summary of sugar production and stock details are given below:

Seasons-Qty in lakh tonnes					
Particulars	2012-13	2013-14	2014-15	2015-16 Estimate	2016-17 Projection
Opening Stock	66.01	92.98	74.74	90.80	70.80
Production	251.40	243.82	283.10	251.00	235.00
Imports	6.76	0.98	-	-	-
Total Availability	324.17	337.78	357.84	341.80	305.80
Internal Consumptions	227.71	242.11	256.15	256.00	256.00
Exports	3.48	21.17	10.89	15.00	-
Total Off take	231.19	263.28	267.04	271.00	256.00
Closing Stock	92.98	74.50	99.80	70.80	49.80
Stock as percentage of Off take	41%	31%	35%	28%	19%

Opportunities and Threats: India, the world's largest consumer of sugar is the second largest producer of sugar in world after Brazil. Still the average per capita consumption of sugar in India is less as compared to the developed countries. While sustainability has been a cause for concern in cane agriculture, by 2030 the demand for sugar has been estimated at 36 million tonnes for which the cane production should be 500 million tonnes. This is 40% higher than the current production.

The current level of Ethanol production is much less than the mandated 5% blending and the demand is expected to grow in the coming years. The Co-generation potential in the sugar industry has been estimated at 5500 MW, while the present installed capacity is just 50% of the potential. While the land availability is likely to shrink for cane cultivation, the cane production needs to be increased to meet the ever increasing demand for sugar, power and ethanol.

Risks and Concerns: Risks and Concerns given by the management below are not exhaustive and only highlight some of the salient among them. The investors are advised to exercise their due diligence in assessing the various risk factors associated with industry and your Company. The sugar industry is still highly regulated with the Government exercising control over pricing of sugar cane, allocation of area for sugar units, movement of molasses, Alcohol and pricing of Power. Some of the inherent business risks and the mitigation measures initiated by your Company are given as under:

a) Raw Material Risk: Cane is the basic raw material for sugar industry and the efficient operation of the Sugar Plant as well as Distillery depends upon the availability of adequate cane. Sugar industry being cyclical in nature is affected by the vagaries of the monsoon. Substantial increase in the price of alternate crops as compared to sugarcane has resulted in the farmers switching to other crops which are more profitable. To mitigate the above raw material related risks, your Company has taken extensive field work in co-ordination with the farmers to sustain the yield under the drought conditions. Your Company has also in co-ordination with the Government, encouraged drip irrigation for better water management and improved yield. However, the drought during the last 2 years has limited our ability to improve the cane availability.

b) Product Risks: The sugar industry has been decontrolled in 2013, and the mills are free to sell any quantity any time. This uncontrolled supply along with excess production during the last 5 years has resulted in sharp drop in the market price of sugar. Alcohol is highly regulated and the price of the same is directly/indirectly controlled by the Government through import from neighbouring states. To mitigate the product related risks, the Company has been taking efforts to make its operation as an integrated one comprising of Sugar, Power and Alcohol including fuel Ethanol.

c) Forex Risk: Import and Export of Raw Sugar/White sugar and funding of project for manufacture of sugar involves foreign exchange component. Any wide fluctuation in the value of Rupee against US Dollar may impact the profitability of the Company. The Company is closely monitoring the movement to take appropriate action at the appropriate time.

d) Financing Risk: The Sugar Industry being capital intensive in nature requires huge capital investment, having high debt component. The Sugar Industry being seasonal in nature, what is produced during 7-8 months are sold over 12-14 months. This results in the Company holding substantial inventory incurring very high interest cost on working capital borrowing, besides other carrying costs.

e) Regulatory Risks: Though sugar has been decontrolled recently, still the cane area allocation and cane price is controlled by Governments. Sugar cane prices fixed by Central and State Governments are independent of sugar realization. Alcohol and molasses are subject to inter-state movement control.

Outlook for 2016-17: After continuous excess production of sugar during the last 5 years, the world is seeing a deficit of about 7 million tonnes in the coming season 2016-17. This has already resulted in the global sugar price rebouncing to 16.89 cents/lb in May 2016 from the earlier level of about 11 cents in 2015. The Indian production for the season 2015-16 is estimated at 250 lakhs tones only as against the production of 283 lakh tones in the previous year. Further, the production for the next season also likely to come down further to 235 lakhs tonnes. Fall in production/inventory along with high international sugar price is likely to help the India Sugar industry to improve its performance substantially.

Financial Performance: Please refer disclosures in the Director's Report and the financial statements. As the Company's products viz., Sugar, Alcohol and Power are subject to various government controls, the profitability is affected. The raw material cost is subject to price announced by Central and State Government and the sugar realisation also is affected on account of unregulated excess supply in the market.

Human Resources: The Industrial relations at your Company continue to be cordial. There are 951 employees in your Company. The Company continues its efforts in improving the various facilities extended to the employees for better productivity.

Annexure - I

ANNEXURE TO BOARD'S REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2016
[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION & OTHER DETAILS:

i	CIN	L15421TN1987PLC014454
ii	Registration Date	04/06/1987
iii	Name of the Company	Dharani Sugars and Chemicals Limited
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	No.57, Sterling Road, Nungambakkam, Chennai-600 034 Tel.No.91-44-28131313, Fax No. 91-44 -28232074
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Service Limited, 'Subramanian Building, 5th Floor, No.1, Club House Road, Chennai-600002. Tel.No.91-44 - 28460718. Fax No.91-44-282460129

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY.

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Sugar	10721	71.83%
2	Distillery	11019	15.43%
3	Co generation	35106	11.89%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Nil				

IV SHAREHOLDING PATTERN (Equity Share Capital Break Up As % Of Total Equity)

	Category of Shareholders	No. of shares held at the beginning of the year- 01.04.2015				No. of shares held at the end of the year - 31.03.2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**SHAREHOLDING OF PROMOTER AND PROMOTER GROUP**									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDEDFAMILY	8828795	0	8828795	30.04	8828795	0	8828795	30.04	0.00
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00	0.00
c.	BODIES CORPORATE	7796710	0	7796710	26.53	7796710	0	7796710	26.53	0.00
d.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.00	0	0	0	0.00	0.00
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	**16625505**	**0**	**16625505**	**56.57**	**16625505**	**0**	**16625505**	**56.57**	**0.00**
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.00	0	0	0	0.00	0.00
b.	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
c.	INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTERGROUP (A) = (A)(1)+(A)(2)	**16625505**	**0**	**16625505**	**56.57**	**16625505**	**0**	**16625505**	**56.57**	**0.00**
B.	**PUBLIC SHAREHOLDING**									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	14600	14600	0.04	0	14600	14600	0.04	0.00
b.	FINANCIAL INSTITUTIONS/ BANKS	300	3050	3350	0.01	300	3050	3350	0.01	0.00
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00	0.00
d.	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
e.	INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	**300**	**17650**	**17950**	**0.06**	**300**	**17650**	**17950**	**0.06**	**0.00**

IV SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS % OF TOTAL EQUITY (contd.,)

	Category of Shareholders	No. of shares held at the beginning of the year- 01.04.2015				No. of shares held at the end of the year - 31.03.2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	924119	22550	946669	3.22	1196389	22550	1218939	4.14	0.92
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	2090441	1044976	3135417	10.66	2235205	1028996	3264201	11.10	0.43
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	3449298	0	3449298	11.73	3289948	0	3289948	11.19	-0.54
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
d.	ANY OTHER									
	CLEARING MEMBERS	6556	0	6556	0.02	30034	0	30034	0.10	0.07
	HINDU UNDIVIDED FAMILIES	482389	1	482390	1.64	386437	1	386438	1.31	-0.32
	NON RESIDENT INDIANS	3464961	1260600	4725561	16.07	3547450	1008381	4555831	15.50	-0.57
	TRUSTS	500	0	500	0.00	1000	0	1000	0.00	0.00
		3954406	**1260601**	**5215007**	**17.74**	**3964921**	**1008382**	**4973303**	**16.92**	**-0.82**
	SUB - TOTAL (B)(2)	**10418264**	**2328127**	**12746391**	**43.37**	**10686463**	**2059928**	**12746391**	**43.37**	**0.00**
	TOTAL PUBLIC SHAREHOLDING(B) = (B)(1)+(B)(2)	**10418564**	**2345777**	**12764341**	**43.43**	**10686763**	**2077578**	**12764341**	**43.43**	**0.00**
	TOTAL (A)+(B)	**27044069**	**2345777**	**29389846**	**100.00**	**27312268**	**2077578**	**29389846**	**100.00**	**0.00**
C.	**SHARES HELD BYCUSTODIANS AND AGAINSTWHICH DEPOSITORY RECEIPTSHAVE BEEN ISSUED**									
	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
	Public	0	0	0	0.00	0	0	0	0.00	0.00
	TOTAL CUSTODIAN (C)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**27044069**	**2345777**	**29389846**	**100.00**	**27312268**	**2077578**	**29389846**	**100.00**	**0.00**

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(ii) Shareholding of promoters

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2015			Shareholding at the end of the year 31.03.2016			
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	% change in shareholding during the year
1	M/S. DHARANI CREDIT AND FINANCE (P) LTD	3754440	12.77	100.00	3754440	12.77	100.00	**0.00**
2	DHARANI DEVELOPERS PRIVATE LIMITED	2774088	9.44	0	2774088	9.44	9.91	**0.00**
3	PALANI G PERIASAMY DR	2739012	9.32	0.00	2739012	9.32	100.00	**0.00**
4	VISALAKSHI PERIASAMY	1200101	4.08	0.00	1200101	4.08	100.00	**0.00**
5	ANANTHI DEVELOPERS LIMITED	1000000	3.40	100.00	1000000	3.40	100.00	**0.00**
6	JAYANTHI PERIASAMY	886016	3.01	84.45	886016	3.01	84.45	**0.00**
7	PALANI GOUNDER PERIASAMY VISALAKSHI PERIASAMY	JT1 : 863763	2.94	0	863763	2.94	0	**0.00**
8	SANTHI PERIASAMY	885142	3.01	0	885142	3.01	0	**0.00**
9	NALINI PERIASAMY	882492	3.00	0	882492	3.00	0	**0.00**
10	ANANTHI PERIASAMY	885293	3.01	0	885293	3.01	0	**0.00**
11	KANDASAMY K	479621	1.63	100.00	479621	1.63	100.00	**0.00**
12	DHARANI FINANCE LIMITED	268182	0.91	0	268182	0.91	0	**0.00**
13	K VIJAYALAKSHMI	7205	0.02	0	7205	0.02	0	**0.00**
14	MURUGAVEL R	150	0.00	0	150	0.00	0	**0.00**
		16625505	56.57		16625505	56.57		

(iii) Change of Promoters' Shareholding (please specify, if there is no change)

Sl. No.	**Particulars**	**Shareholding at the beginning of the year-01.04.2015**		**Cumulative Shareholding during the year-31.03.2016**		REASON
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
	There are no changes in shareholdings of promoters					

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sl.No.	Particulars	Shareholding at the beginning of the year-01.04.2015		Cumulative Shareholding during the year-31.03.2016		REASON
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1	P T SWAMY					
	At the beginning of the year 01-Apr-2015	628781	2.13			
	Sale 10-Apr-2015	-252219	0.85	376562	1.28	
	At the end of the Year 31-Mar-2016			376562	1.28	
2	MADHURI RAJKUMAR SEKSARIA JT1 : RAJKUMAR KUDILAL SEKSARIA					
	At the beginning of the year 01-Apr-2015	464000	1.57			
	At the end of the Year 31-Mar-2016			464000	1.57	
3	PINETREE PROPERTIES PVT LTD					
	At the beginning of the year 01-Apr-2015	446000	1.51			
	At the end of the Year 31-Mar-2016			446000	1.51	
4	RAJKUMAR KUDILAL SEKSARIA					
	At the beginning of the year 01-Apr-2015	422000	1.43			
	At the end of the Year 31-Mar-2016			422000	1.43	
5	C K RAMACHANDRANJT1 : SARASWATHI RAMACHANDRAN					
	At the beginning of the year 01-Apr-2015	399007	1.35			
	At the end of the Year 31-Mar-2016			399007	1.35	
6	P V MOHANJT1 : PRABHA MOHAN					
	At the beginning of the year 01-Apr-2015	353142	1.20			
	At the end of the Year 31-Mar-2016			353142	1.20	
7	ASHA L SWAIN					
	At the beginning of the year 01-Apr-2015	291605	0.99			
	At the end of the Year 31-Mar-2016			291605	0.99	
8	SANJAY DATTA					
	At the beginning of the year 01-Apr-2015	290000	0.98			
	Sale 11-Mar-2016	-95000	0.32	195000	0.66	
	At the end of the Year 31-Mar-2016			195000	0.66	
9	SANJAY DATTA					
	At the beginning of the year 01-Apr-2015	290000	0.98			
	Sale 22-Jan-2016	-290000	0.98	0	0.00	
	Purchase 19-Feb-2016	290000	0.98	290000	0.98	
	Sale 18-Mar-2016	-90000	0.30	200000	0.68	
	At the end of the Year 31-Mar-2016			200000	0.68	
10	SIVASUBRAMANIAN					
	At the beginning of the year 01-Apr-2015	263240	0.89			
	At the end of the Year 31-Mar-2016			263240	0.89	

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(v) Shareholding of Directors & KMP

Sl.No.	For each of the Directors and KMP	Shareholding at the beginning of the year- 01.04.2015		Cumulative Shareholding during the year-31.03.2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Directors					
1	Dr Palani G Periasamy	2739012	9.32	2739012	9.32
2	Dr Palani G Periasamy Jt Mrs Visalakshi Periasamy	863763	2.94	863763	2.94
3	Mrs Visalakshi Periasamy	1200101	4.08	1200101	4.08
4	Dr K N Sivasubramanian	263341	0.90	263341	0.90
5	Mr A Sennimalai	21682	0.07	21682	0.07
6	Mr M Ramalingam	2200	0.01	2200	0.01
7	Dr K C Reddy	500	0.00	500	0.00
8	Mr P S Gopalakrishnan	0	0.00	0	0.00
9	Mr P Selvam	0	0.00	0	0.00
10	Mr T Pitchandi	0	0.00	0	0.00
11	Dr S Muthu	0	0.00	0	0.00
	Total A	**5090599**	**17.32**	**5090599**	**17.32**
Key Managerial Personnel					
1	Mr M P Kaliannan	87806	0.30	100059	0.34
2	Mr E P Sakthivel	0	0.00	0	0.00
	Total B	**87806**	**0.30**	100059	0.34
	Total A +B	**5178405**	**17.62**	5190658	17.66

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In lakhs

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
1	Gross salary	Dr Palani G Periasamy	M.Ramalingam	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	24.00	21.60	45.60
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	6.00	6.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	0.00
2	Stock option	-	-	0.00
3	Sweat Equity	-	-	0.00
4	Commission as % of Profit	-	-	0.00
5	Others, please specify			0.00
	Total (A)	24.00	27.60	51.60
	Ceiling as per the Act	60.00	60.00	120.00

Note: In the absence of Profit, No Remuneration was paid to Executive Chairman Dr Palani G Periasamy during the year.

V. B REMUNERATION TO OTHER DIRECTORS

In lakhs

Sl.No	Particulars of Remuneration						Total Amount
1	**Independent Directors**	T.Pichandi	P Selvam	P.S.Gopala krishnan	Dr. S. Muthu	K.N.Siva Subramanian	
	(a) Fee for attending board committee meetings	Nil	0.10	0.75	0.30	Nil	1.15
	(b) Commission	Nil	Nil	Nil	Nil	Nil	Nil
	(c) Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	0.10	0.75	0.30	Nil	1.15
2	**Other Non Executive Directors**	K.C.Reddy	A.Sennimalai	Mrs.Visalakshi Periasamy			Total Amount
	(a) Fee for attending board committee meetings	0.60	0.75	0.10			1.45
	(b) Commission	Nil	Nil	Nil			Nil
	(c) Others, please specify.	Nil	Nil	Nil			Nil
	Total (2)	0.60	0.75	0.10			1.45
Overall Ceiling as per the Act.		In terms of the provisions of the Companies Act, 2013 the remuneration payable to Directors other than Exectuive Directors shall not exceed 1% of the net profit of the Company. The Company may pay sitting fees to the Directors for attending Board/ Committee meetings as may be decided by the Board of Directors. The Board has fixed Rs.5000/- as sitting fees for each meeting.					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

In lakhs

Sl.No	Particulars of Remuneration	Name of the Key Managerial Personnel		
		Company Secretary	CFO	Total
		E.P.Sakthivel	M.P.Kaliannan	
1	**Gross Salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	**5.44**	**20.37**	**25.81**
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.59	3.74	4.33
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit	-	-	-
5	Others, please specify	-	-	-
	Total	6.03	24.11	30.14

V INDEBTEDNESS

In lakhs

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year 01.04.2015				
(i) Principal Amount	57865.23	921.00	29.68	58815.91
ii) Interest due but not paid	226.58	-	-	226.58
iii) Interest accrued but not due	410.84	23.15	5.81	439.80
Total	58502.65	944.15	35.49	59482.29
Change in Indebtedness during the financial year				
Additions	4696.94	0.00	-	4696.94
Reduction	1507.71	335.79	19.16	1862.66
Net Change	3189.23	335.79	19.16	2834.28
Indebtness at the end of the financial year 31.03.2016				
(i) Principal Amount	61011.37	585.21	12.45	61609.03
ii) Interest due but not paid	327.88	-	-	327.88
iii) Interest accrued but not due	352.63	23.15	3.88	379.66
Total	61691.88	608.36	16.33	62316.57

VI. Penalty/punishment/ Compounding of Offences.

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			**Nil**		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

By Order of the Board

for Dharani Sugars and Chemicals Limited

Place: Chennai
Dated: 26th May 2016

DR PALANI G PERIASAMY
Executive Chairman

Annexure - III

Boards Report
Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1	**Details of contracts or arrangements or transactions not at arm's length basis**	
a	Name(s) of the related party and nature of relationship	Nil
b	Nature of contracts/ arrangements/ transactions.	NA
c	Duration of the contracts / arrangements/transactions	NA
d	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
e	Justification for entering into such contracts or arrangements or transactions	NA
f	date(s) of approval by the Board	NA
g	Amount paid as advances, if any	NA
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party	Dharani Finance Limited	PGP Educational & Welfare Society	Appu Hotels Ltd	Dharani Developers Private Ltd	Ananthi Developers Ltd
Nature of relationship	Associates	Associates	Associates	Associates	Key Managerial Personnel
Nature of contracts/ arrangements / transactions	Travel Services	Leasing of Land for School.	Reimbursement of expenses	Reimbursement of expenses	Professional Consultant Services
Duration of the contracts / arrangements/transactions	One year	Thirty three years	Share of common expenses	Share of common expenses	One year
Salient terms of the contracts or arrangements or transactions including the value, if any	Rs.2.66 lakhs	Rs.0.69 lakhs	Rs.1.68 lakhs	Rs. 0.51 lakhs	Rs. 3.32 lakhs
Date(s) of approval by the Board, if any:	27.05.2015	29.05.2014	Nil	Nil	27.05.2015
Amount paid as advances, if any	Nil	Nil	Nil	Nil	Nil

Name(s) of the related party	Dr Palani G Periasamy	Mrs Visalakshi Periasamy	M Ramalingam	A Sennimalai
Nature of relationship	Executive Chairman	Director	Managing Director	Director
Nature of contracts/ arrangements / transactions	Rent	Sitting Fees	Salary	Sitting Fees
Duration of the contracts / arrangements/transactions	5 years	-	5 years	-
Salient terms of the contracts or arrangements or transactions including the value, if any	Rs.68.70 lakhs	Rs.0.10 lakhs	Rs.27.60 lakhs	Rs. 0.75 lakhs
Date(s) of approval by the Board, if any:	-	-	-	-
Amount paid as advances, if any	Nil	Nil	Nil	Nil

for and on behalf of the Board of Directors

Place: Chennai
Dated: 26th May 2016

DR PALANI G PERIASAMY
Executive Chairman

Annexure - IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
DHARANI SUGARS AND CHEMICALS LIMITED
(CIN: L15421TN1987PLC014454)
PGP HOUSE 57, STERLING RD, NUNGAMBAKKAM,
CHENNAI – 600034.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. DHARANI SUGARS AND CHEMICALS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on my verification of **M/s. DHARANI SUGARS AND CHEMICALS LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct

of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31.03.2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made here in after:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. DHARANI SUGARS AND CHEMICALS LIMITED** ("the Company") for the financial year ended on **31.03.2016** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

I have also examined compliance with the applicable clauses of the following:

(i) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange Limited;

(ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(iii) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations NIL

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company

a) has passed Special Resolution under section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 vide AGM dated 28.09.2015 to consider issue of Equity shares to the Promoter Group and / or their associates / nominees / groups / persons acting in concert, under a preferential basis shall not exceed 37,64,154 fully paid equity shares;

b) has passed Special Resolution under section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 vide AGM dated 28.09.2015 to borrow money from Banks, Financial Institutions and other body corporate not exceeding Rs.1000 Crores (Rupees One Thousand Crores);

c) has passed Special Resolution under section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 vide AGM dated 28.09.2015 to create mortgage, hypothecation and /or create charge on all or any of the movable or immovable properties or such other assets of the Company;

d) has passed Special Resolution under section 13 (1) read with sub section (9) and all other applicable provisions of the Companies Act, 2013 through postal ballot result dated 06.10.2015 for Inclusion of a new business in the main objects to be carried out by the Company and

e) has passed Special Resolution under section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 through postal ballot result dated 25.03.2016 to issue 1540154 Equity Shares on preferential basis to the existing Promoter Group Dharani Developers Private Limited under section 62 read with section 42 of the Companies Act 2013 and related rules made there on and as per Regulation chapter VII of the SEBI (ICDR) Regulations 2009.

Place: Chennai
Dated: 26th May 2016

M. DAMODARAN
ACS/FCS No. 5837
C P No. 5081

Information as required under Section 134(3) (m) of the Companies Act, 2013 and with Rule 8(3) of the Companies (Accounts) Rules 2014.

a. Energy Conservation Measures :

1. At Dharani Nagar, Unit-I 250W, HPMV lamps are used for street lighting. These lamps were replaced by 64W LED street light lamps without compromising the illumination intensity. The total saving per year worksout to Rs.3.80lakhs.

2. In sugar industry most of the pumps and compressors are not tailor made to suit the crushing capacity of the plant. These pumps are selected from the pump manufactures, equal or nearer to the crushing capacity of the plant per hour. Invariably most of the pumps are with higher capacity to take care of either the future expansion or supplier may not find an exact requirement for the unit.

   At Kalayanallur, Unit-III Eight such pumps were identified, measured the power consumption as it is. These pumps impellers were modified to suit the site requirement and this has resulted in not only fair amount of power saving, but also reduced the maintenance cost.

3. The net conservation of power from these eight pumps is 43.5 KW per hour and the total saving per year works out to Rs. 7.50 lakhs.

b. Technology absorption, Adaptation and Innovation: Nil

c. Foreign Exchange Earnings and Outgo :

Details of Foreign Exchange earnings and outgo are given below:

In Lakhs

Earnings & Outgo	**2015-16**	2014-15
Foreign Exchange Earned	**1755.02**	Nil
Outgo	**194.23**	214.40

Disclosure pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars pursuant to section 197(12) and the relevant rules:

a) The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details: Managing Director - 14.68

Executive Chairman - 12.77

Other directors are in receipt of only sitting fees. For this purpose, Sitting fees paid to the Directors have not been considered as Remuneration.

b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year:

Sl.No	Name	Designation	% of Increase
1	Dr Palani G Periasamy	Executive Chairman	No Salary was paid for the year 2015-16
2	Mr M Ramalingam	Managing Director	NIL
3	Mr M P Kaliannan	Chief Financial Officer	NIL
4	Mr E P Sakthivel	Company Secretary	7.76%

c) The percentage increase in the median remuneration of employees in the financial year: 13.94**%**

d) The number of permanent employees on the rolls of the Company as on 31st Mar 2016: 951

e) The explanation on the relationship between average increase in remuneration and Company Performance:

i. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

ii. The Company has incurred loss on account of sharp drop in the Sugar Price. This loss entirely due to the Macro Economic conditions which is beyond the control of the Management. Hence, the increase in the remuneration may not have direct relationship to the Company performance.

Name	Designation	CTC	% Increase in CTC	PAT	% increase in PAT
Dr Palani G Periasamy	Executive Chairman	Rs.24.00 lakhs	NIL	Rs.3977.62 lakhs (Loss)	Loss reduced by 50.62%-
Mr M Ramalingam	Managing Director	Rs.27.60 lakhs	NIL		
Mr M P Kaliannan	Chief Financial Officer	Rs.24.11 lakhs	NIL		
Mr E P Sakthivel	Company Secretary	Rs.6.04 lakhs	7.76%		

g) Variation in the market capitalization of the Company, Price Earnings ratio as at the closing date of the current Financial year and previous Financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Date	Issued Capital (Rs. In Crores)	Closing Market price Rs.per share	EPS In Rs.	PE Ratio	Market Capitalisation (Rs. In Crores)
31.03.2015	29.38	14.15	(25.23)	(0.56)	41.59
31.03.2016	29.38	26.74	(3.98)	6.72	78.59
Increase/(Decrease)	-	12.59	21.25	7.28	37.00
% Increase/(Decrease)	-	89%	84%	(1298%)	(89%)
Issue price of the Share at the last Public Offer (IPO)	Last IPO was in 1989 at par Rs.10/-	-	-	-	-
Increase in market price as on 31.03.2016 as compared to Issue Price of IPO	16.74	-	-	-	-
Increase in %	167.40	-	-	-	-

h) Average percentile increase already made in the salaries of employees' other than the managerial personnel in the last Financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

As against an average increase of 12% in the salaries of employees other than the managerial personnel ,increase in the remuneration of managerial personnel was only 1.28%

The Key parameters for any variable component of remuneration availed by the Directors: Nil

(a) During the year Salary shown as paid to Dr Palani G Periasamy i.e. Rs 24.00 lakhs pertains to the year 2014-15. No salary was paid for this year.

i) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: **Not Applicable**

j) if remuneration is as per the remuneration policy of the Company: **Yes**

Notes:

1. **All other directors were paid only sitting fees for attending the meetings of the Board and Committees thereof.**
2. **Managing Director's remuneration gets revised once in a year due to grant of annual increment in the scale of pay as already approved.**

By Order of the Board

for Dharani Sugars and Chemicals Limited

Place : Chennai – 34
Date : 26.05.2016

Dr Palani G Periasamy
Chairman

Report on Corporate Governance

1. Corporate Governance Philosophy: Company's philosophy is to achieve excellence in its entire activities serve the interest of the community and the shareholders, stakeholders and the society in general, thereby contributing to the welfare of the nation. The Company continues to be transparent in all its dealings and present a complete picture of the operations of the Company to the public at large and the shareholders and stakeholders in particular. The Company has always believed in fair business and corporate practices while dealing with the shareholders, employees, customers, farmers, creditors, lenders and others. The Company is prompt in discharging its statutory obligations and duties.

The Company has laid down a Code of Conduct for observance by Directors and senior management. Affirmation of Compliance to this code has been obtained from all of them and the Executive Chairman has furnished a declaration to this effect.

2. Board of Directors : (a) Composition/Category of Directors. The Board of Directors comprises of 10 members out of whom 4 belong to the promoter group. The Board has a judicious mix of Executive and Non-Executive Directors. There are now 2 Executive Directors and 8 Non Executive Directors. Out of the Non-Executive Directors, one Director represents the lending Financial Institution IREDA as their nominee. There are 5 Independent Directors. One Woman Director has also been appointed. Constitution of Board of Directors of the Company is in full compliance Regulation 29 of the Listing Obligation and Disclosure Requirement 2015 and the Company has taken effective steps to comply with the applicable provisions of the Companies Act, 2013.

(**b) & (c)** : Attendance at Meetings/ Directorships and Committee Memberships in other companies as on 31st March 2016.

Name of the Director	No. of Board Meetings attended	Last AGM attended Yes/No	No of Directorship held in other Companies		Member or Chairman of Committees			
			Pub	Pvt.	Mgt.	Audit	NRC	SRC
Dr Palani G Periasamy – Chairman	5	Yes	2	1	Chm	-	-	-
Mr.A Sennimalai – Non Executive	5	Yes	1	1	Mem	Mem	Mem	Mem
Dr K N Sivasubramanian Non Executive (Independent)	1	No	Nil	Nil	-	-	-	-
Mr. M Ramalingam – Managing Director	5	Yes	Nil	Nil	Mem	-	-	Mem
Dr K C Reddy Non Executive Nominee Director - IREDA	5	Yes	Nil	Nil	-	Mem	Chm	Chm
Mr.P.S Gopalakrishnan Non Executive (Independent)	5	Yes	3	Nil	Mem	Chm	Mem	-
Mr T Pitchandi (Non-Executive Independent)	-	No	Nil	Nil	-	Mem	Mem	-
Mrs Visalakshi Periasamy (Non-Executive Director)	2	-	3	Nil	-	-	-	-
Mr P Selvam (Non-Executive Independent Director)	2	-	-	Nil	-	-	-	-
Dr S Muthu (Non-Executive Independent Director)	4	-	1	Nil	-	Mem	-	-

Mgt - Management Committee, SR – Stakeholders Relationship Committee, NRC – Nomination & Remuneration Committee

d. No. of Board Meetings held in the Financial Year 2015-16 and dates on which held:

The Board met five times during the financial year, on 27.05.2015, 13.08.2015, 12.11.2015, 11.02.2016 and 26.03.2016. Details of attendance of each Director at the Board meetings, the last AGM held on 28th September 2015.

During the year, a separate meeting of the Independent Directors was held on 27th May 2015, without the presence of Non-Executive Directors / Managing Director / Management to discuss the matter as required / agreed amongst them.

e. Mrs. Visalakshi Periasamy is the spouse of Dr. Palani G. Periasamy.

f. Holdings of Equity Shares of the Non Executive Directors as on 31st March 2016. No convertible instruments had been issued.

Sl.No	Name of the Director	No of Shares	%
1	Mr. A Sennimalai	21682	0.07
2	Dr K.N Sivasubramanian	263341	0.89
3	Mr. P.S Gopalakrishnan	Nil	Nil
4	Dr K.C Reddy	500	0.00
5	Mr T Pitchandi	Nil	Nil
6	Mr P Selvam	Nil	Nil
7	Dr S Muthu	Nil	Nil
8	Mrs Visalakshi Periasamy	1200101	4.08

g. The Independent Directors, who are from diverse fields of expertise and have long standing experience and expert knowledge in their respective fields are very relevant as well as of considerable value for the Company's business. As a part of familiarization programme as required under Listing Regulations, the Directors have been appraised during the Board Meetings about the amendments to the various enactments viz., Companies Act, 2013 (the Act), Listing Regulations, Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information etc., Since these being information about the enactment / updates in the laws/regulations, no separate material has been uploaded in the website.

Appropriate familiarization programmes for Independent Directors as required under the Listing Regulations are undertaken from time to time. Details of such programmes will be updated on the Company's website at www.dharanisugars.in .

3) Management Committee: The Board has constituted a Management Committee to facilitate the operational needs of the company. It meets as and when the need to consider any matter assigned to it arises. Four meetings were held on 24.08.2015, 25.09.2015, 28.09.2015 and 29.12.2015 during the year.

Name of the Directors	No of Meetings attended
Dr Palani G Periasamy – Executive Chairman	**4**
Mr M Ramalingam – Managing Director	**4**
Mr PS Gopalakrishnan - Independent Director	**4**
Mr A Sennimalai – Non-Executive Director	**4**

Shri E P Sakthivel, Company Secretary is the Secretary to this Committee.

4. Audit Committee:

(a) Terms of Reference

- The Audit Committee acts in accordance with the terms of reference given by the Board pursuant to Section 177 of the Act and Regulation 18 of the Listing Regulations. The terms of reference are briefly described below:-
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board appointment, re-appointment, replacement or removal (in the event of necessity) of Statutory Auditors, Cost Auditors including fixation of remuneration;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Review of the functioning of the whistle blower mechanism.
- The Audit Committee is vested with the necessary powers to achieve its objectives.
- The Committee is entrusted with such other role/function as envisaged under Regulation 18 (3) read with Part C of Schedule II of the Listing Regulations and the provisions of Section 177 of the Act.
- The Chairman of the Audit Committee was present at the last (28th) Annual General Meeting held on September 28, 2015.

(b) Composition, name of members & Chairperson, meetings held during the year and attendance at meetings.

The Audit Committee Meetings and Attendance: The Committee met 5 times on 27.05.2015, 13.08.2015, 12.11.2015, 11.02.2016 and 26.03.2016.

Name of the Directors	No of Meetings attended
Mr P S Gopalakrishnan – Independent Director	5
Mr T Pitchandi – Independent Director	-
Dr S Muthu - Independent Director	3
Dr K C Reddy – Nominee Director	5
Mr A Sennimalai – Non-Executive Director	4

Shri E P Sakthivel, Company Secretary is the Secretary to this Committee.

5. Nomination and Remuneration Committee

(i) Terms of Reference

The terms of reference and Role of the Nomination and Remuneration Committee are as per the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

Terms of Ref:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;

4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

The policy is framed by the Nomination and Remuneration Committee and approved by the Board. The terms and conditions of appointment are disclosed in the website of the Company at www.dharanisugars.in

(ii) Composition, name of members & Chairperson, meetings held during the year and attendance at meetings.

The Nomination and Remuneration Committee presently consists of four Non-executive Directors, two being independent. The Chairman is a Non-executive and Independent Director. The Committee has held only one meeting during the Financial Year 2015 i.e., 27th May 2015. The composition of the Nomination and Remuneration Committee as on 31st March 2016 and the attendance of members at the meetings held during the Financial Year 2015 were as follows. Performance evaluation are carried out as per criteria posted on the web site.

Sl.No	Name of the Directors	Designation	No of Meetings attended
1	Mr P S Gopalakrishnan	Chairman (Independent Director)	1
2	Dr K C Reddy	Nominee Director	1
3	Mr A Sennimalai	Director	1
4	Mr T Pitchandi	Independent Director	-

6. Details of remuneration to all the Directors paid during the Financial Year 2015 - 16.

Sl.No	Name of the Director	Sitting Fees	Salary	Commission/Bonus	Stock Option	Pension
1	Dr Palani G Periasamy	Nil	24.00*	Nil	Nil	Nil
2	Mr M Ramalingam	Nil	27.60	Nil	Nil	Nil
3	Mr. A Sennimalai	0.75	Nil	Nil	Nil	Nil
4	Dr K.N Sivasubramanian	Nil	Nil	Nil	Nil	Nil
5	Mr. P.S Gopalakrishnan	0.75	Nil	Nil	Nil	Nil
6	Dr K.C Reddy	0.60	Nil	Nil	Nil	Nil
7	Mr T Pitchandi	Nil	Nil	Nil	Nil	Nil
8	Mr P Selvam	0.10	Nil	Nil	Nil	Nil
9	Dr S Muthu	0.30	Nil	Nil	Nil	Nil
10	Mrs Visalakshi Periasamy	0.10	Nil	Nil	Nil	Nil

* Pertains to the previous year.

No remuneration is paid to Non executive Directors, except sitting fees for attending the Board/ Committee meetings. Sitting fees are paid within the limits prescribed by Government of India

Fixed Component / Performance Linked Incentive / Criteria: Performance related Bonus is payable to the Executive Chairman as per the terms of Contract entered into between the Company and the whole time Director.

Service Contract / Notice Period / Severance Fees:

a) The Contract of Service entered into by the Company with Mr. M Ramalingam, the Managing Director, provides, a term of 5 years and also provides that the Company and the Managing Director shall be entitled to terminate *the agreement by giving 90 days' notice in writing on either side.*

b) No severance fee is payable by the Company to the Managing Director on termination of the agreement/s.

Stock Option: The Company is not having any stock option scheme. Therefore the same is not applicable.

7. Stakeholders Relationship Committee

(a) The Committee is chaired by Dr K C Reddy, Nominee Director (Non Executive) Mr E P Sakthivel- Company Secretary is the Compliance Officer.

The composition of Stakeholders Relationship Committee as at 31st March 2016 and attendance of members at the meetings held during the Financial Year 2015 were as follows:

One meeting of Committee was held during the Financial Year 2015 - 16 i.e., on 27th May 2015.

Sl.No	Name of the Directors	Designation	No. of Meetings held	No. of Meetings attended
1	Dr K C Reddy	Nominee Director	1	1
2	Mr M Ramalingam	Managing Director	1	1
3	Mr A Sennimalai	Director	1	1

All the investor grievances / correspondences have been promptly attended to from the date of their receipt. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

The details of investors' complaints received and resolved during the Financial Year 2015-16 are as under:

No. of investors' complaints received during 2015-16	No. of investors' complaints resolved	Investors' complaints pending at the end of 2015-16
Nil	Nil	Nil

8. General Body Meetings

(i) Location and time where last three Annual General Meetings (AGMs) held

AGM for the year	Location	Date	Time
2014-2015	Narada Gana SabhaNo.314 TTK Road, Alwarpet, Chennai 600 018	28.09.2015	10.20 A.M
2013-2014	Narada Gana SabhaNo.314 TTK Road, Alwarpet, Chennai 600 018	24.09.2014	10.20 A.M
2012-2013	Narada Gana SabhaNo.314 TTK Road, Alwarpet, Chennai 600 018	23.09.2013	10.20 A.M

(ii) Special Resolution passed in the previous three Annual General Meetings

1. Three Special Resolutions were passed in the previous AGM held on 28.09.2015.
2. One Special Resolution was passed in the AGM held on 24.09.2014.
3. One Special Resolution was passed in the AGM held on 23.09.2013.

During the year the Company has passed two Special Resolutions through postal ballot.

Postal Ballot :

During the year, two Postal Ballots were conducted by the Company to seek the approval of its members as required under the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

1) At the Postal Ballot conducted on 13th August 2015 the results of which were announced by the Company on the following Special Resolutions were passed.

- Alteration of the Main Objects Clause of the Memorandum of Association of the Company.
- Voting pattern as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being provided for the above special resolutions passed through the postal ballot conducted on 13th August 2015 as below:
- Mr. M. Damodaran, practicing Company Secretary (Membership No: C.P.5081) was the scrutinizer. The Resolution was passed with special majority.

Voting Pattern:

	No of shares polled	% to Total shares polled
Favour	16855410	99.99
Against	700	0.01
Total	16856110	100.00

2) At the Postal Ballot conducted on 11th February 2016 the results of which were announced by the Company on the following Special Resolutions were passed.

- To issue 1540154 equity shares on preferential basis to the existing promoter group Dharani Developers Private Limited under Section 62 read with Section, 42 of the Companies Act 2013 and related rules made there on and as per regulation Chapter VI of the SEBI (ICDR)Regulations 2009 (Special Resolution)
- Voting pattern as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being provided for the above special resolutions passed through the postal ballot conducted on 11th February 2016 as below:
- Mr. M. Damodaran, practicing Company Secretary (Membership No: C.P.5081) was the scrutinizer. The Resolution was passed with special majority

Voting Pattern:

	No of shares polled	% to Total shares polled
Favour	16782355	99.99
Against	1327	0.01
Total	16783682	100.00

9. Cost Accounting Records (Electricity Industry) Rules 2011.

The Company has maintained all records, books, registers, accounts and the reports as required by the Cost Accounting Records Rules 2011 in regard to the Co-generation Power Plant, Sugar plant and Distillery plants.

10. Means of Communication

Quarterly Financial Results / Official News Releases

The quarterly / half-yearly / annual financial results are published in English daily 'Financial Express' and in Tamil in 'Makkal kural'

(a) The quarterly financial results of the company were announced within the stipulated period and were published in English and Tamil newspapers from Chennai City as required by the Listing Agreement with Stock Exchanges.

(b) The financial results are placed on the Company's website at www.dharanisugars.in.

(c) Other than this, there have been no official news releases.

(d) No presentation was made to the institutional investor or to the analysts.

The Company has a dedicated help desk with e-mail ID: secretarial@dharanisugars-pgp.com in the Secretarial Department for providing necessary information to the investors.

The Company has attached a separate format to its shareholders to send an email confirmation to its designated ID secretarial@dharanisugars-pgp.com mentioning the name, DP/Customer ID or Folio No. and the Email ID of the Shareholder for communication. On this confirmation:

i. The Company would henceforth send all Notices, Annual Report and other communication to these shareholders through Email.

ii. Copies of same would be available under the 'investor section' of our websites www.dharanisugars.in

iii. Shareholders will at all times be entitled to receive free of cost, hard copy (paper version) of Annual Report and other communication on specific request.

iv. Shareholders always have the liberty to modify their instructions any time.

The Company earnestly appeals to all its shareholders to support the Green Initiative of the Government by opting for electronic mode of receiving our corporate communications, including Notices and Annual Reports.

11. General Shareholder Information

i. Time, Date and Venue of Annual General Meeting	28 September 2016 at 10.30 A.M.Narada Gana Sabha, Mini Hall New No. 314, TTK Road, Alwarpet, Chennai 600 018
ii. Financial Year	April 2015 – March 2016
iii. Date of Book Closure	22nd September 2016 to 28th September 2016 (both days inclusive)
iv. Listing on Stock Exchanges	1. Bombay Stock Exchange, Mumbai 2. The National Stock Exchange of India Ltd, Mumbai.
v. Stock Code	BSE – Scrip Code – 507442 NSE – DHARSUGAR-EQ
vi. Payment of Annual Listing Fees	Paid up-to-date

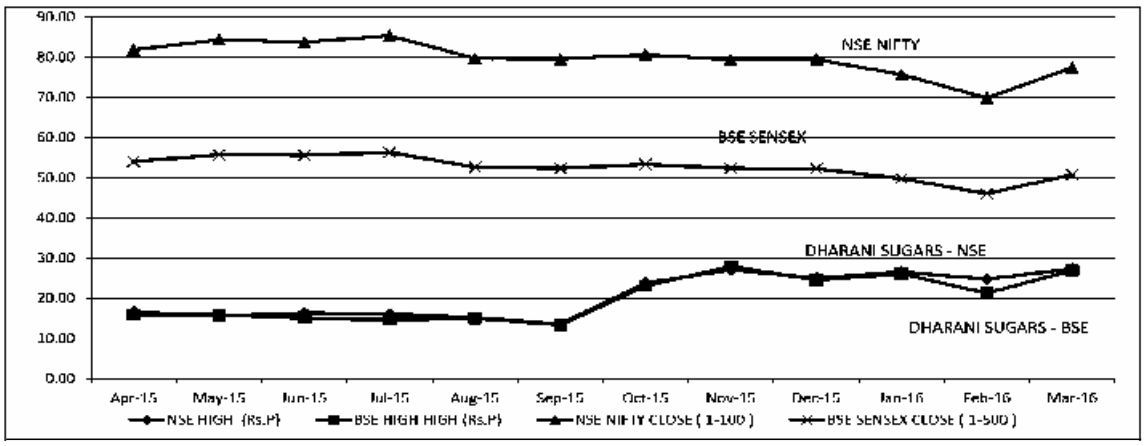
(i) Market Price Data

The high and low quotations of the Company's shares on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) from April 2015 to March 2016 are furnished below.

Bombay Stock Exchange -script code 507442 and National Stock Exchange of India Limited- DHARSUGAR EQ.

MONTH	NSE		BSE	
	HIGH (Rs.P.)	LOW (Rs.P.)	HIGH (Rs.P.)	LOW (Rs.P.)
Apr -15	16.60	13.05	15.89	13.05
May -15	15.40	11.00	15.75	10.70
Jun -15	16.30	11.20	15.00	11.20
Jul -15	16.00	11.60	14.55	12.75
Aug -15	15.10	9.20	14.99	9.50
Sep -15	13.50	9.75	13.25	9.56
Oct -15	23.70	11.80	22.99	12.40
Nov -15	27.00	16.10	27.85	15.30
Dec -15	25.00	19.50	24.45	20.10
Jan -16	26.40	19.10	26.00	19.15
Feb -16	24.70	11.50	21.20	11.50
Mar -16	27.25	13.60	26.85	14.63

Performance in comparison to broad based indices such as BSE, Sensex, CRNIL Index etc..



(ii) Shareholding details as on 31st March 2016

Sl.No	Category	No of Shares	%
1	Promoter & Promoter Group	16625505	56.57
2	Mutual Funds and UTI	14600	0.05
3	Banks, Financial Institutions, Insurance Companies (Central/ State Government Institutions/ Non Government Institutions)	3350	0.01
4	Bodies Corporate	1218939	4.15
5	Indian Public	6554149	22.30
6	NRIs/OCBs	4555831	15.50
7	Others (Clearing Member/ HUF/Trust/)	417472	1.42
	Total	29389846	100.00

b. Distribution of Shareholding.

Shareholding of Nominal value of Rs.	Shareholders		Share Amount	
	Number	% to Total	In Rs.	% to Total
Upto 5000	12915	90.85	17098400	5.82
5001 – 10000	672	4.73	5429440	1.85
10001 – 20000	257	1.81	3944120	1.34
20001 – 30000	95	0.66	2474510	0.84
30001 – 40000	38	0.27	1372300	0.47
40001 – 50000	34	0.24	1597370	0.54
50001 – 100000	61	0.43	4422800	1.50
100001 and above	144	1.01	257559520	87.64
Total	14216	100.00	293898460	100.00

a. there were no unclaimed shares out of shares issued pursuant to the earlier public or any other issues and consequently no demat suspense account has been opened for keeping an account of such unclaimed shares.

b. Pursuant to Section 124 & 125 of the Companies Act, 2013, dividend remaining unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Reminders are sent to the shareholders as per records every year, for the unpaid dividends.

Year	% of Dividend	Date	Unclaimed	Due date for transfer to IEPF
			Amt in Rupees	
2008-09	10	18.09.2009	692558.00	27.09.2016
2009-10	15	01.10.2010	1310469.00	10.10.2017
2011-12	10	12.10.2012	1065979.00	21.10.2019
2012-13	10	10.10.2013	634253.00	20.10.2020

c. MCA by notification GSR 352 (E) dated 10.05.2012 has stipulated publication of details of unclaimed/ unpaid dividend in the Company website and MCA website. This will enable investors track unclaimed dividend by checking the status online and real time. Our company has already uploaded the requisite details that will get updated every year within 90 days of Annual General Meeting.

d. Registrars and Share Transfer Agents

M/s Cameo Corporate Services Limited
"Subramanian Building, 5th Floor
No 1 Club House Road,
Chennai 600 002.
Phone No 91-44-28460390/28460718
Fax No: 91-44-28460129,
E-mail : **cameo@cameoindia.com** / **Investor@cameoindia.com**

Transfer/Transmission of shares can be effected by sending the required documents to the General Manager, Cameo Corporate Services Limited, Chennai at the above address.

e. Share Transfer System

The Company's shares being in compulsory demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar and Share Transfer Agents, and approved by the Stakeholders Relationship Committee. In order to expedite the process, the Board of Directors has delegated the

authority to the Company Secretary to approve the share transfers and accordingly, the Company Secretary approves the transfer/transmission of shares generally on a weekly basis. The share transfer process is placed in the meeting of the Board of Directors every quarter.

f. Dematerialization of Shares.

The Company's Equity Shares already stand dematerialized with ISIN No. INE988C01014. Trading of equity shares in the stock exchanges is done only in dematerialized form.

As on 31.03.2016, 27312268 Shares constituting 92.93% have been dematerialised.

	No of Shares	% of Shares
National Securities Depository Ltd	25321502	86.16
Central Depository Services (I) Ltd	1990766	6.77
Total	27312268	92.93

g. Plant Location

Sugar Unit –I	2500 TCD	Dharani Nagar, Vasudevanallur – 627760, Tirunelveli Dist , Tamil Nadu
Sugar Unit – II	4000 TCD	Karaipoondi Village,Polur – 606 803 Thiruvannamalai Dist, Tamil Nadu
Sugar Unit – III	3500 TCD	Kalayanallur Village, SankarapuramTaluk, Villupuram Dist. – 606 206 Tamil Nadu
Distillery (in Unit I)	160 KLPD	Dharani Nagar,Vasudevannallur – 627760 Tirunelveli Dist, Tamil Nadu
Distillery (in Unit III)	100 KLPD	Kalayanallur Village, SankarapuramTaluk, Villupuram Dist. – 606 206 Tamil Nadu
Co- Generation of Power (In Unit II)	15 MW	Karaipoondi Village,Polur - 606803 Thiruvannamalai Dist. Tamil Nadu
Co- Generation of Power (In Unit III)	22 MW	Kalayanallur Village, Sankarapuram Taluk Vlilupuram Dist. – 606 206 , Tamil Nadu

****TCD – Ton crushed per day, KLPD – Kilo Litre Per Day.**

h. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

i. Address for Correspondence

Dharani Sugars and Chemicals Limited

"PGP House" No.59, Sterling Road,
Nungambakkam, Chennai – 600 034.
Telephone: 044 – 2820 7480, 2831 1313, Fax No: 044-2823 2074
CIN – L15421TN1987PLC014454
Email: secretarial@dharanisugars-pgp.com, secretarial@pgpgroup.in
Website: www.dharanisugars.in

j. Code of Conduct

As required under Listing Regulations, the Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on 31st March 2016.

During the Financial Year under review, SEBI revised the regulations pertaining to Prohibition of Insider Trading and notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015. In accordance with the revised regulations, the Company has, inter-alia, adopted a Code of Conduct for Prohibition of Insider Trading Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code) duly approved by the Board of Directors of the Company.

As per the above Code, Mr. E P Sakthivel, Company Secretary is the Compliance Officer.

k. During the Financial Year under review, SEBI issued new Listing Regulations viz., Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 which is effective from December 1, 2015. As required under the said Regulations, the Company has complied with the following requirements:

a. Adopted, Policies on Preservation of Documents, Archival Policy, Policy on Materiality, amended the Code of Conduct to fulfill the requirements on Obligations of Directors and Senior Management.

b. Executed fresh Listing Agreements with BSE Limited and National Stock Exchange of India Limited.

Further the Company affirms that all the requirements applicable under the Listing Agreement (valid up to November 30, 2015) and Listing Regulations (effective December 1, 2015) are complied with.

I. Commodity Price Risk / Foreign Exchange Risk and hedging activities

Company is exposed to foreign exchange risk on account of import and export transactions entered.

The Company is proactively mitigating these risks by entering into commensurate hedging transactions with banks as per applicable guidelines and group risk management instructions.

12. Other Disclosures.

(i) Disclosures on materially significant related party transactions.

There was no materially significant related party transaction during the year having potential conflict with the interests of the Company.

Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the notes to accounts annexed to the financial statements. Further the Company has not entered into any transaction of a material nature with the Promoters, subsidiaries of Promoters, Directors or their relatives etc. that may have potential conflict with the interests of the Company.

Policy on determining Related Party Transactions can be viewed in the Company's website at www.dharanisugars.in

Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities or any matter related to capital markets during the last three years.

The Company has not been levied penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities on any matter related to capital markets during the last three years.

(iii) Whistle Blower Policy and vigil mechanism affirmation that no personnel have been denied access to the Audit Committee.

The Company has adopted Whistle Blower Policy where it has a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct/Business Ethics. No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any Integrity issue. This policy is hosted on the company's website.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements under the Listing Regulations and in particular specified in regulation 17 to 27 and Clause b to I of sub regulation (2) of regulation 46 of LODR.

During the year, the Company has fully complied with the mandatory requirements as stipulated in Listing Regulations.

13. Discretionary Requirements

- The quarterly financial results are published in the newspapers of wide circulation. Further the financial results are available on the website of the Company and of Stock Exchanges where the shares of the Company are listed i.e. BSE Ltd and National Stock Exchange of India Limited. Hence they are not sent to individual shareholders.
- The Auditors' Opinion on the Financial Statements is unmodified.

Internal Auditor reports directly to the Chairman of the Audit Committee.

For and on behalf of Board

Dr Palani G Periasamy
Executive Chairman
DIN- 00081002

Place: Chennai-34
Date : 26.05.2016

DECLARATION BY THE EXECUTIVE CHAIRMAN UNDER PARA D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Para D Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with their respective Codes of Conduct, as applicable to them, for the financial year ended March 31, 2016.

For and on behalf of Board

Dr Palani G Periasamy
Executive Chairman
DIN- 00081002

Place: Chennai-34
Date : 26.05.2016

Managing Director/CFO Certificate

To
The Board of Directors
Dharani Sugars and Chemicals Limited

We certify that;

A. We have reviewed financial statements and the cash flow statement of Dharani Sugars and Chemicals Limited for the year ended 31st March 2016 and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, no transaction entered into by the Company during the year which is fraudulent, illegal or violative of the code of conduct of the Company.

C. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the Company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting;

D. We have indicated to the auditors and the Audit Committee that there are:

a. no significant changes in internal control over financial reporting during the year;

b. no significant changes in accounting policies during the year; and

c. no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Place: Chennai-34
Date : 26.05.2016

M.P. Kaliannan
President (Corp. Finance)
& Chief Financial Officer

M. Ramalingam
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members of Dharani Sugars and Chemicals Limited

We have examined the compliance of conditions of Corporate Governance by Dharani Sugars and Chemicals Limited ("Company"), for the year ended March 31, 2016, as stipulated in Para E of Schedule V of the Listing Regulations of the said Company with stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained and certified by the Company/Registrars and Transfer Agent of the Company, there was no investor grievances remaining unattended / pending for more than 30 days as at March 31, 2016.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

SRINIVASAN & SHANKAR
Chartered Accountants
(Firm Registration No.: 005093S)

per R MANIKANDAN
Partner
Membership No.216063

Place: Chennai
Dated: 26th May 2016

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF DHARANI SUGARS AND CHEMICALS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **DHARANI SUGARS AND CHEMICALS LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Managements Responsibility for the standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls; that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2016;

b) in the case of the statement of profit and loss, of the loss of the Company for the year ended on that date; and

c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2) As required by Section 143(3) of the Act, we report that :

   a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c) the balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account;

d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) on the basis of the written representations received from the directors as on 31st March 2016, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164(2) of the Act; and

f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and explanations given to us:

i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25.2 to the financial statements;

ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 25.4.18 to the financial statements;

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

SRINIVASAN & SHANKAR
Chartered Accountants
(Firm Registration No.: 005093S)

per R MANIKANDAN
Partner
Membership No.216063

Place: Chennai
Dated: 26th May 2016

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2016, we report that;

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of fixed assets by which fixed assets are verified in a phased manner every year. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. In our opinion, the discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) The Company has not granted any loans, secured or unsecured to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act") during the year under consideration.

(iv) In our opinion and according to the information provided and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.

(v) In our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Act or any other relevant provisions of the Act, 2013 and the rules framed there under, to the extent applicable, have been complied with. However, the Company has not accepted any deposits during the year. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Value Added Tax, Service Tax, Duty of Customs, Excise Duty, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Value Added Tax, Service Tax, Duty of Customs, Excise Duty, Cess and other material statutory dues were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of Sales Tax and Duty of Custom which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the following dues of Income Tax, Excise Duty and Service Tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues	Period to which the amount relates	Status	Amount (Rs. in lakhs)
Income Tax Act, 1961	Income Tax	Assessment Year 2013-14	Commissioner of Income-tax (Appeals)	-
Income Tax Act, 1961	DuesIncome Tax	Assessment Year 2012-13	Commissioner of Income-tax (Appeals)	11.08
Income Tax Act, 1961	DuesIncome Tax Dues	Assessment Year 2011-12	Commissioner of Income-tax (Appeals)	-
Finance Act, 1994	Service Tax on Goods Transport Agency	April 2008 to April 2013	CESTAT - Chennai	39.94
Tamilnadu Tax on Consumption or Sale of Electricity Act 2003	Power Generation Tax	June 2003 to Sep 2008 and April 2011 to March 2015	Supreme Court	312.80
Tamilnadu Tax on Consumption or Sale of Electricity Act 2003	Power Tariff revision	August'12 to September 2013	Supreme Court	#67.42
Central Excise Act, 1944	Cenvat credit on Capital goods	Sep 2008 to Feb 2010	CESTAT - Chennai.	#41.71

net of amount paid under protest.

(viii) According to information and explanation given to us and as per the books and records examined by us, the Company has defaulted in repayment of dues to financial institution and government which are as follows:

Bank/ Financial Institution	Nature of dues	Rs. in lacs	Due date	Date of Payment
Sugar Development Fund	Repayment of Loan	194.03	01-Mar-15	11-Mar-16
Sugar Development Fund	Repayment of Loan	139.63	03-Oct-14	—
Sugar Development Fund	Repayment of Loan	142.54	19-Jan-15	—
Sugar Development Fund	Repayment of Loan	236.58	05-Dec-14	—
Sugar Development Fund	Repayment of Loan	236.58	06-Jun-15	—
Sugar Development Fund	Repayment of Loan	139.63	03-Apr-15	—
Sugar Development Fund	Repayment of Loan	139.63	03-Oct-15	—
Sugar Development Fund	Repayment of Loan	142.54	19-Jul-15	—
Sugar Development Fund	Repayment of Loan	142.54	19-Jan-16	—
Sugar Development Fund	Repayment of Loan	194.03	01-Mar-16	—
Sugar Development Fund	Repayment of Interest	29.09	03-Oct-14	—
Sugar Development Fund	Repayment of Interest	11.50	19-Jan-15	—
Sugar Development Fund	Repayment of Interest	37.96	05-Dec-14	—
Sugar Development Fund	Repayment of Interest	33.03	06-Jun-15	—
Sugar Development Fund	Repayment of Interest	29.29	03-Apr-15	—
Sugar Development Fund	Repayment of Interest	32.64	03-Oct-15	—
Sugar Development Fund	Repayment of Interest	8.49	19-Jul-15	—
Sugar Development Fund	Repayment of Interest	5.75	19-Jan-16	—
Sugar Development Fund	Repayment of Interest	69.96	01-Mar-16	—
Sugar Development Fund	Repayment of Interest	28.60	29-Feb-16	—

Bank/ Financial Institution	Nature of dues	Rs. in lakhs	Due date	Date of Payment
Sugar Development Fund	Repayment of Interest	77.65	01-Mar-15	11-Mar-16
India Renewable Energy Development Agency	Repayment of Interest	68.17	31-Mar-16	—
India Renewable Energy Development Agency	Repayment of Interest	69.32	31-Mar-15	21-Jul-15
India Renewable Energy Development Agency	Repayment of Interest	71.15	30-Jun-15	22-Sep-15
India Renewable Energy Development Agency	Repayment of Interest	69.11	30-Sep-15	29-Dec-15
India Renewable Energy Development Agency	Repayment of Interest	73.97	31-Dec-15	12-Feb-16

The Company has not issued Debentures till 31st March, 2016. Hence, the question of reporting on default in repayment of dues to Debenture holders does not arise.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were prima facie applied during the period for the purposes for which the loans were obtained.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards;

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

SRINIVASAN & SHANKAR
Chartered Accountants
(Firm Registration No.: 005093S)

per R MANIKANDAN
Partner
Membership No.216063

Place: Chennai
Dated: 26th May 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s DHARANI SUGARS & CHEMICALS LIMITED ("the Company" or "DSCL"), as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

SRINIVASAN & SHANKAR
Chartered Accountants
(Firm Registration No.: 005093S)

per R MANIKANDAN
Partner
Membership No.216063

Place: Chennai
Dated: 26th May 2016

Balance Sheet as at March 31, 2016

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Note Ref	As at 31 March 2016	As at 31 March 2015
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	2,938.98	2,938.98
Reserves and surplus	3	(2,318.60)	(1,136.32)
		620.38	1,802.66
Share application money pending allotment		338.83	-
Non-current liabilities			
Long-term borrowings	4	39,670.66	38,011.52
Deferred tax liabilities (Net)	5	-	1,632.98
Other long-term liabilities	8.1	681.54	546.72
Long-term provisions	6	446.90	426.81
		40,799.10	40,618.03
Current liabilities			
Short-term borrowings	7	16,035.16	17,933.38
Trade payables	8.1		
a. Total outstanding dues of micro enterprises and small enterprises; and		16.13	20.14
b. Total outstanding dues of creditors other than micro and small enterprises		11,807.51	12,965.08
Other current liabilities	8.2	10,006.83	5,523.60
Short-term provisions	6	167.43	168.13
		33,033.06	36,610.33
TOTAL OF EQUITY AND LIABILITIES		79,791.37	79,031.02
II. ASSETS			
Non-current assets			
Fixed assets			
(i) Tangible assets	9	44,484.06	46,210.91
(ii) Intangible assets	9	0.06	0.76
(ii) Capital work-in-progress	9	1,636.67	1,348.79
		46,120.79	47,560.46
Deferred tax assets (net)	5	1,274.50	-
Non-current investments	10	519.32	517.60
Long-term loans and advances	11	2,173.72	2,272.07
Other non-current assets	12	257.91	417.93
Current assets			
Inventories	13	22,410.17	20,721.37
Trade receivables	14	5,531.51	4,242.79
Cash and cash equivalents	15	326.60	1,303.84
Short-term loans and advances	16	1,176.85	1,994.96
		29,445.13	28,262.96
TOTAL OF ASSETS		79,791.37	79,031.02

Significant Accounting Policies and Notes to financial statement 1 to 25

The notes referred to above and the notes thereon form an integral part of these financial statements.
This is the Balance Sheet referred to in our report of even date.

SRINIVASAN & SHANKAR
Chartered Accountants
Firm No.005093S

For and on behalf of the Board

per R. MANIKANDAN	**E.P. SAKTHIVEL**	**M.RAMALINGAM**	**DR. PALANI G. PERIASAMY**
Partner	Company Secretary	Managing Director	Executive Chairman
Membership No: 216063			

Place : Chennai
Date : 26.05.2016

M.P. KALIANNAN
Chief Financial Officer

Statement of Profit & Loss for the year ended 31 st March 2016

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Note Ref	For the year ended 31 March 2016	For the year ended 31 March 2015
I. REVENUE FROM OPERATIONS			
Sale of Products	17	36,399.49	36,357.30
Other Income	18	572.05	1,767.28
Total		36,971.54	38,124.58
II. EXPENSES			
Cost of materials consumed	19	26,102.18	26,399.66
Changes in inventories of work-in-progress and finished goods	20	(1,710.12)	4,360.39
Employee benefit expenses	21	2,292.68	2,277.46
Other expenses	22	5,553.40	4,382.89
Total		32,238.14	37,420.40
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		4,733.40	704.18
Finance costs	23	6,663.10	6,650.26
Depreciation and amortization expense	9	2,059.17	2,119.56
Profit/(Loss) before exceptional items and tax		(3,988.87)	(8,065.64)
Exceptional items	24	11.25	11.25
Profit/(Loss) before tax		(3,977.62)	(8,054.39)
TAX EXPENSE :			
Current Tax		-	-
MAT Credit Reversal		(100.89)	-
Deferred Tax Asset / (Liability)		2,907.48	638.65
Profit/ (Loss) for the period from continuing operations		(1,171.03)	(7,415.74)
Profit/(Loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(Loss) from Discontinuing operations (after tax)		-	-
Profit/(Loss) for the period		(1,171.03)	(7,415.74)
Earnings per equity share:			
Basic		(3.98)	(25.23)
Diluted		(3.98)	(25.23)

Significant Accounting Policies and Notes to financial statement 1 to 25

The notes referred to above and the notes thereon form an integral part of these financial statements.
This is the Statement of Profit & Loss referred to in our report of even date.

SRINIVASAN & SHANKAR
Chartered Accountants
Firm No.005093S

For and on behalf of the Board

per R. MANIKANDAN
Partner
Membership No: 216063

E.P. SAKTHIVEL
Company Secretary

M.RAMALINGAM
Managing Director

DR. PALANI G. PERIASAMY
Executive Chairman

Place : Chennai
Date : 26.05.2016

M.P. KALIANNAN
Chief Financial Officer

Notes to the financial Statements for the year ended 31st March 2016

1. Background:

Dharani Sugars and Chemicals Limited (Company') was incorporated on 4th June 1987as a Limited Company under the Companies Act, 1956. The Company is engaged in the business of manufacture of white sugar, generation of electricity and production of industrial alcohol.

Note 1: Statement of significant Accounting Policies:

a. Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard required a change in accounting policy hitherto in use.

b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. The recognition, measurement, classification or disclosures of an item or information in the financial statements are made relying on these estimates. Any revision to accounting estimates is recognized prospectively.

c. Revenue Recognition

i Revenue from domestic sales is recognized on accrual basis. Sales and Finished Goods are accounted inclusive of excise duty, cess but excluding sales tax and trade discounts. Revenue from export sales is recognized on the basis of the dates of shipping bill. .

ii Export incentives are accounted on accrual basis.

iii Power generation income is recognized based on electrical units generated and sold, net of wheeling and transmission loss, as applicable, as disclosed in the power generation reports issued by the concerned authorities.

iv Interests on deposits are accounted on time proportion basis taking into account the amount outstanding and the rates applicable.

v Dividend income is recognized only when a right to receive payment is established.

vi Claims are accounted for when there is a reasonable certainty with regard to their ultimate collection.

vii Other incomes are recognized on accrual basis.

d. Fixed Assets

i Fixed Assets are stated at cost inclusive of duties (net of CENVAT credit to the extent applicable), taxes, incidental expenses, erection/commissioning expenses and interest and all other costs allocated up to the date of commencement of commercial production.

ii Gains or losses arising from retirement or disposal of fixed assets are recognized in the Profit & Loss account.

e. Depreciation

Tangible:

Schedule XIV to the Companies Act, 1956 has been replaced by Schedule II to the Companies Act, 2013. Schedule II to the Companies Act, 2013 prescribed depreciation rates as per the useful lives for fixed assets, which in many cases are different from depreciation rates as per the useful lives prescribed under the erstwhile Schedule XIV.

Considering the applicability of Schedule II, the management had provided for depreciation on fixed assets as specified in Part C of Schedule II of the Companies Act, 2013 under the straight line method. Certain fixed assets required reassessment of their remaining useful lives from the previous estimate. Accordingly, necessary revision has been made with effect from the date of Schedule II becoming effective i.e April 1 2014. The carrying amount of assets as at April 1, 2014 has been depreciated over their remaining useful life of and charged to the statement of profit and loss.

Depreciation is charged on addition / deletion on pro-rata monthly basis including the month of addition/deletion.

Intangible:

Purchased software meant for in-house consumption is capitalized at the acquisition price.

Capital work –in- progress:

Capital work-in –progress is carried at cost, comprising direct cost, related incidental expenses and attributable interest. Preoperative expenditure is allocated to fixed assets at the time of completion of the project.

f. Impairment of Assets

In accordance with AS 28 on "Impairment of Assets", an asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there is a change in the estimate of recoverable amount. During the year the Company tested impairment of fixed assets as per the Accounting Standard 28 "Impairment of Assets" to identify impairment loss, if any. The realizable amount calculated as per net selling price for all the cash generating units was higher than the carrying values of such units. Accordingly, no impairment was required to be recognized during the year.

g. Investments

Long-term Investments are stated at acquisition cost individually, less provision for diminution. Provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

Gains or losses on disposal of investments are recognized in the Statement of Profit and Loss.

h. Inventories

The inventory has been valued as under:

i Raw materials, Stores and spares are valued at the lower of cost and net realizable value. Cost includes cost of raw materials, transportation charges, and Store/Warehouse charges. The cost is determined on weighted average basis and excludes claimable levies and taxes.

ii Work in progress is valued at the lower of cost and net realizable value proportionate to the stage of progress. The cost includes direct material, labour and appropriate portion of overheads.

iii Finished goods are valued at lower of cost and net realizable value. The cost includes direct material; appropriate portion of overheads and includes excise duty and cess.

iv By-products are valued at net realizable value.

i. Retirement benefits to employees

i Retirement benefit in the form of provident fund is charged to the Profit and Loss account on accrual basis.

ii Provision for Gratuity and Leave encashment is made on the basis of actuarial valuation at the end of the year in line with AS-15 (Revised). Gratuity and Leave encashment are unfunded liability.

iii Superannuation for the Executives is contributed by way of subscription to the fund with the LIC of India and the same is charged to profit and loss account on accrual basis.

j. Accounting for Grants

The Company has fulfilled the obligations under the terms of the USAID Grant. In line with the generally accepted accounting principles, a sum of Rs.11.25 Lakh is being apportioned out of the grant to the Profit and Loss Account.

Notes to the financial Statements for the year ended 31st March 2016

k. Foreign Currency Transactions:

Exchange differences arising on reporting of foreign currency monetary items at rates different from those at which they are initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset.

Exchange differences arising on the settlement of the monetary items not covered above, or on reporting such monetary items of company at rates different from those at which they are initially recorded during the year or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

In relation to the forward contracts entered into to hedge the foreign currency risk of the underlying monetary assets / liabilities, the exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the profit and loss account in the reporting period in which the exchange rates change.

The premium or discount on all such contracts arising at the inception of each contract is amortized as income or expense over the life of the contract. Any profit or loss arising on the cancellation or renewal of forward contracts is recognized as income or as expense for the period.

Derivative contracts not covered under Accounting Standard 11 'The Effects of Changes in Foreign Exchange Rates", entered for hedging foreign currency fluctuations and interest rate risk are marked to market at each reporting date. Loss, if any, on such valuation is recognized in the Statement of Profit & Loss in that period and gains, if any, are not recognized as per the principle of prudence enunciated in Accounting Standard 1, "Disclosure of Accounting Policies" notified under the Companies (Accounting Standard) Rules, 2006 "as amended".

l. Borrowing Costs

Borrowing costs that are attributable to the acquisition of or construction of qualifying assets are capitalized as part of the cost of such assets up to the date of capitalization. A qualifying asset is one that necessarily takes substantial time to get ready for its intended use. All other borrowing costs are expensed in the period they occur. Borrowing costs includes interest and ancillary costs incurred in connection with the arrangement of borrowings.

m. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions are not discounted to its present value and are determined based on Management estimate of amounts required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current Management estimates.

Contingent liabilities are not recognized in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements

n. Lease

Where the Company has substantially acquired all risks and rewards of ownership of the assets, leases are classified as financial lease. Such assets are capitalized at the inception of the lease, at the lower of fair value or present value of minimum lease payment and liability is created for an equivalent amount. Each lease rental paid is allocated between liability and interest cost so as to obtain constant periodic rate of interest on the outstanding liability for each year.

Where significant portion of risks and reward of ownership of assets acquired under lease are retained by lessor, leases are classified as Operating lease. Equalized lease rentals for such leases are charged to Profit & Loss account. Lease payments under operating leases are recognized as an expense on a straight line basis in the Statement of profit and loss over the lease term.

Notes to the financial Statements for the year ended 31st March 2016

o. Taxation

Tax expense comprises current and deferred tax. Provision for current income tax is made on the assessable income at the tax rate applicable to the relevant assessment year. Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for tax purposes.

The effect of a change in tax rates on deferred tax assets and liabilities is recognized in the income statement using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits.

Minimum Alternative Tax ('MAT') credit is recognized, as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement.

p. Earnings per Share ("EPS")

The earnings considered in ascertaining the company's earnings per share comprise the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares, if any, which would have been issued on the conversion of all dilutive potential equity shares.

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 2. Share Capital	**As at 31.03.2016**	As at 31.03.2015
Authorised Shares		
5,00,00,000 Equity shares of Rs. 10 each	5,000.00	5,000.00
(as at March 31, 2015 - 5,00,00,000 Equity Shares of Rs. 10 each)		
1,00,00,000 Preference Shares of Rs.10 each		
(as at March 31, 2015 - 1,00,00,000 Preference Shares of Rs. 10 each)	1,000.00	1,000.00
Issued, Subscribed and fully paid up shares		
2,93,89,846 Equity shares of Rs. 10 each	2,938.98	2,938.98
(as at March 31, 2015 - 2,93,89,846 Equity Shares of Rs. 10 each)		
Total Issued, subscribed and fully paid up share capital	**2,938.98**	**2,938.98**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	31.03.2016		31.03.2015	
Equity Shares	**No. of Shares**	**Value Rs. In lakhs**	No. of Shares	Value Rs. In lakhs
At the beginning of the Period	2,93,89,846	2,938.98	2,93,89,846	2,938.98
Issued during the period	-	-	-	-
Outstanding at the end of the period	2,93,89,846	2,938.98	2,93,89,846	2,938.98

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. During the period ended 31st March 2016, the Company has not declared dividend to equity shareholders (31 March 2015: Rs.Nil per share)In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% of the equity shares of the company

	31.03.2016		31.03.2015	
Name of the Shareholders	**No of Shares**	**% of share holding**	No of Shares	% of share holding
Dharani Credit & Finance (P) Limited	37,54,440	12.77%	37,54,440	12.77%
Dharani Developers (P) Limited	27,74,088	9.44%	27,74,088	9.44%
Dr. Palani G Periasamy	36,02,775	12.26%	36,02,775	12.26%

d. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date **- NIL**

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 3. Reserves and Surplus	**As at 31.03.2016**	As at 31.03.2015
a. Capital Reserves	0.86	0.86
b. Capital Grant (USAID)		
Balance as per last Balance Sheet	18.95	30.20
Less:- Transferred to Statement of Profit & Loss	11.25	11.25
Closing Balance	7.70	18.95
c. Securities Premium Account		
Balance as per last Balance Sheet	2,657.50	2657.50
Add/(Less) During the year	-	-
Closing Balance	2,657.50	2657.50
d. General Reserve		
Balance as per last Balance Sheet	1,000.00	1000.00
Add: Transfer from Statement of Profit and Loss	-	-
Closing Balance	1,000.00	1000.00
e. Surplus in the statement of profit and loss		
Balance as per last Balance Sheet	(4,813.63)	2,602.11
Add:- Balance of (loss) carried from Statement of Profit and Loss	(1,171.03)	(7,415.74)
Closing Balance	(5,984.66)	(4,813.63)
Total Reserves and surplus (a+b+c+d+e)	**(2,318.60)**	**(1,136.32)**

Note 4. Long-term Borrowings	Non-current		Current	
	As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
Term Loans				
Indian rupee loan from banks (Secured)	**28,695.00**	25,005.78	**2,453.35**	153.88
Foreign currency loan from banks (Secured)	**2,602.52**	3,022.40	**600.58**	755.60
From financial institutions (IREDA) (Secured)	**6,597.46**	7,057.10	**189.64**	-
From Sugar Development Fund (SDF) (Secured)	**1,176.05**	1,992.79	**2,567.01**	1,944.30
Other loans and advances				
From Financial Institutions - Finance lease obligations (Secured) *	**15.28**			
Deposits from Public (Unsecured)	**2.18**	12.45	**10.27**	17.23
Promoter contribution (Unsecured)	**521.17**	860.00		
Loan from Directors	**61.00**	61.00		
Total Loans	**39,670.66**	38,011.52	**5,820.85**	2,871.01
The above amount includes				
Secured borrowings	**39,086.31**	37,078.07	**5,810.58**	2,853.78
Unsecured borrowings - Public Deposits	**2.18**	12.45	**10.27**	17.23
Unsecured borrowings - Shareholders/Promoters	**582.17**	921.00		
Amount disclosed under the head "other current liabilities" 8.2	**-**	-	**(5820.85)**	(2871.01)
Net Amount	**39,670.66**	38,011.52	**-**	-

The Company had got its debts restructured under Corporate Debt Restructuring scheme. The same has been approved by the CDR EG vide letter No 718/2014-15 dt 16th January 2015.

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Security Details

The Company in terms of the Board approval dt 30-01-2015 had restructured the Term Loan and interest due on these term loans under Corporate Debt Restructured Scheme (CDR). The same has ben approved under CDR system vide letter no. 718/2014-15 dated 16th January 2015 by Corporate Debt Restructuring Cell, Mumbai, w.e.f 1st July 2014. Based on the CDR approval, the revised Security and repayment details are given below:

Name of the Bank	Security Details
Term Loan/WCTL/FITL /Soft loan from Indian Bank , State Bank of India, Bank of India, Union Bank of India, Indian Overseas Bank, The South Indian bank Ltd, Central bank of India, The Federal Bank Ltd, IDBI bank and Indian Renewable Energy and Development Agency (IREDA) Rs.37935.46 lakhs	Paripassu 1st charge on the fixed assets of the Company excluding refinery assets and harvester machines of Unit-III and Paripassu 2nd charge on the current assets of the company
ICICI BANK Ltd - Rs.3203.10 lakhs	Exclusive charge on the Refinery assets including the harvester machines of Unit III , Paripassu 1st charge on Unit 1 & 2 Fixed assets and 2nd charge on the current assets of the company
Working capital facilities from Indian Bank ,State Bank of India, The South Indian bank Ltd,Central bank of India, The Federal Bank Ltd, IDBI bank.and ICICI bank Ltd	Paripassu 1 st charge on current assets of the company and Paripassu 2nd charge on fixed assets of the company excluding refinery assets and harvester machines of Unit-III
SDF Loan for Unit-III - Rs.3160.97 lakhs	Paripassu 1st charge on fixed assets of Unit -III excluding refinery assets and harvester machines .
Bank Guarantee of Rs. 1350 lakhs from Indian Bank for SDF Loan Unit- II Rs. 582.09 lakhs	Paripassu 1st charge on fixed assets of Unit -III excluding refinery assets and harvester machines.

Executive Chairman Dr Palani G Periasamy and Director Mrs. Visalakshi Periasamy have given personal guarantee for the loans from Banks/ Financial Institutions.

The Promoters and group companies have pledged 9380794 equity shares of the Company to the Banks / Financial Institutions on paripassu basis for the facilities availed by the Company including working capital facilities. In addition, the Company has pledged 1651374 shares of the associates with the ICICI Bank on exclusive basis for the ECB loan and Rupee Term Loan. Further pledge of 51,21,500 Equity Shares of Rs 10/- each held by the Company in M/s Appu Hotels Limited to the Banks/ Financial Institutions for the Working Capital facilities & Term Loans.

REPAYMENT DETAILS:

(1) The outstanding Term Loan of Rs.16186.70 lakhs is repayable in 32 structured quarterly installments from the financial year(FY) 2016-17 to (FY) 2024-25 and it carries an average interest rate of 12% p.a.

(2) The outstanding Foreign Currency Loan of Rs.3203.10 lakhs from ICICI Bank in respect of Sankarapuram refinery project is repayable in half yearly instalment from financial year 2016-17 to 2019-20 and it carries an average interest rate of 8.52% p.a.

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(3) The outstanding Rupee Term Loan (Excise) of Rs.5389.88 lakhs from Indian Bank is repayable in monthly instalments from financial year 2016-17 to 2018-19 and it carries an interest rate of 13.70% p.a.

(4) The outstanding Rupee Term Loan of Rs. 3160.97 lakhs from Sugar Development Fund, Government of India in respect of Sankarapuram Project is repayable in half yearly instalments from financial year 2016-17 to 2018-19 and it carries an interest rate of 4.77% p.a.

(5) The outstanding Rupee Term Loan of Rs. 582.09 lakhs from Sugar Development Fund, Government of India in respect of Polur Expansion Project is secured by bank guarantee and is repayable in annual instalment from financial year 2016-17 to 2017-18 and it carries an interest rate of 4% p.a.

(6) The outstanding Working Capital Term Loan (WCTL) of Rs.7378 Lakhs form Working Capital Bankers is repayable in 32 quarterly instalments from financial year 2016-17 to 2024-25 and it carries an average interest rate of 12% p.a.

(7) The outstanding Funded Interest Term Loan of Rs.4619.86 Lakhs from Bank/ Financial Institutions is repayable in 24 structured quarterly instalments from financial year 2016-17 to 2022-23 and it carries an average interest rate of 12% p.a

(8) The outstanding Rupee Term Loan of Rs. 1730 lakhs from IREDA in respect of Polur power project is repayable in 39 quarterly instalments from financial year 2018-19 to 2028-29 and carries an average interest rate of 13.71% p.a.

(9) The outstanding Rupee Soft Term Loan of Rs. 2631.02 lakhs from Working capital bankers is repayable in 72 monthly instalments from financial year(FY) 2016-17 to 2023-24 and carries an average interest rate of 12% p.a.

* Finance lease obligation is secured by way of hypothecation of respective vehicle acquired on Hire purchase with repayment term of 2 years.

Note 5. Deferred Tax Liability (Net)		**As at 31.03.2016**	As at 31.03.2015
Deferred tax Liability			
Deferred tax Liability			
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting		**5,297.72**	4,334.50
Gross Deferred tax liability	A	**5,297.72**	4,334.50
Deferred tax asset			
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis		**1,981.04**	697.07
Impact of eligible carry forward of unabsorbed depreciation and business loss		**4,591.18**	2,004.45
Gross Deferred tax asset	B	**65,72.22**	2,701.52
Net Deferred Tax Liability/(Asset)	A-B	**(1,274.50)**	**1,632.98**

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 6. Provisions	**Long-term**		**Short-term**	
	As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
Provision for employee benefits				
Provision for bonus & superannuation	**-**	-	**71.34**	77.36
Provision for gratuity	**353.10**	377.28	**83.46**	83.56
Provision for leave encashment	**93.80**	49.53	**12.63**	7.21
Total	**446.90**	426.81	**167.43**	168.13

Note 7. Short-term Borrowings	**As at 31.03.2016**	As at 31.03.2015
Loans repayable on Demand		
- From Bank (Cash Credit Secured)	16,035.16	17,933.38
- From Others	-	-
Total	**16,035.16**	**17,933.38**

Cash Credit from Banks availed are secured by Hypothecation of stocks of Sugar, Stores and Spares, Stocks in Process and Book Debts and second charge on the Fixed Assets of the Company.

The Executive Chairman Dr. Palani G.Periasamy Director Mrs.Visalakshi Periasamy have given Personal guarantees for the Short term loans from banks .

Note 8. Current liabilities	**Non - Current**		**Current**	
	As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
8.1 Trade Payables (Sundry Creditors)				
Due to MSME creditors	**-**	-	**16.13**	20.14
Due to creditors other than MSME creditors #	**681.54**	546.72	**11,807.51**	12,965.08
	681.54	546.72	**11,823.64**	12,985.22
8.2 Other current liabilities				
Current maturities of long-term borrowings			**5,820.85**	2,871.01
Expenses payable			**242.61**	215.28
Interest accrued but not due on borrowings #			**379.66**	439.80
Interest accrued and due on borrowings			**327.88**	226.58
Security and other Deposits			**61.40**	64.97
Investor Education and Protection Fund will be credited by following amounts (as and when due)				
- Unpaid dividends			**37.03**	37.13
-Unpaid/matured deposits and interest accrued thereon				
Others				
- Interest free advances received from customers *			**1,286.64**	242.38
- Other Payables - Statutory dues to Government authorities			**607.39**	593.09
- Excise Duty and cess payable on closing stock			**1,243.37**	833.36
	-	-	**10,006.83**	5,523.60
Total other current liabilities	**681.54**	**546.72**	**21,830.47**	18,508.82

Includes due to Companies in which the directors are interested.

*Customer advances are repayable or adjustable against the supplies or on completion of supply contracts.

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 9. Tangible assets & Intangible assets

	Tangible Assets							Intangible Assets	Total
Particulars	Land	Buildings	Plant and equipments	Furniture and fixtures	Vehicles	Office equipments	Total	Software's	
Cost or valuation									
At 1st April 2014	932.68	16,019.25	49,212.11	104.60	241.74	90.96	66,601.34	5.13	66,606.47
Additions	-	321.75	24.45			2.10	348.30	-	348.30
Disposals	-	-					-	-	-
Other adjustments	-								
Exchange differences	-	-	283.71		-	-	283.71	-	283.71
Borrowing cost	-	-	-	-	-	-	-	-	
At 31 March 2015	932.68	16,341.00	49,520.27	104.60	241.74	93.06	67,233.35	5.13	67,238.48
Additions	-	54.27	42.75		24.18	1.14	122.34	-	122.34
Disposals	-				(1.44)		(1.44)	-	(1.44)
Other adjustments									
Exchange differences	-		209.30				209.30	-	209.30
Borrowing cost	-	-	-	-					
At 31st March 2016	**932.68**	**16,395.27**	**49,772.32**	**104.60**	**264.48**	**94.20**	**67,563.55**	**5.13**	**67,568.68**
Depreciation/Amortisation									
At 1st April 2014	-	2,806.20	15,848.79	82.28	119.56	46.70	18,903.53	3.67	18,907.20
Charge for the year 2014-15		418.69	1,648.20	7.39	26.59	17.99	2,118.86	0.70	2,119.56
Other adjustments	-								
Disposals	-	-		-		-	-	-	-
At 31 March 2015	-	3,224.89	17,496.99	89.67	146.15	64.69	21,022.39	4.37	21,026.76
Charge for the year 2015-16	-	405.23	1,620.93	2.94	23.35	6.02	2,058.47	0.70	2,059.17
Other adjustments									
Disposals	-				(1.37)		(1.37)	-	(1.37)
At 31st March 2016	**-**	**3,630.12**	**19,117.92**	**92.61**	**168.13**	**70.71**	**23,079.49**	**5.07**	**23,084.56**
Net Block									
At 31 March 2015	932.68	13,116.11	32,023.28	14.93	95.59	28.37	46,210.96	0.76	46,211.72
At 31st March 2016	932.68	12,765.15	30,654.40	11.99	96.35	23.49	44,484.06	0.06	44,484.12
Capital work-in-progress									
At 31 March 2015	-	224.74	1,124.05	-	-	-	1,348.79	-	1,348.79
At 31st March 2016	-	228.37	1,408.30	-	-	-	1,636.67	-	1,636.67

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 10. Non current investments	**As at 31.03.2016**	As at 31.03.2015
Trade Investments		
Investment in Equities (other than Subsidiaries) - Quoted		
1,39,000 shares of Rs.10 each(Fully Paid up) in Dharani Finance Ltd	**13.90**	13.90
Market value Rs.7.17 Lakhs (previous year Rs.5.45 Lakhs)		
In Equity Shares of Associate Companies, Unquoted #		
51,21,500 shares of Rs.10 each (Fully paid up) in Appu Hotels Ltd	**512.15**	512.15
Total	**526.05**	526.05
(a)Aggregate amount of **Quoted** investments	**13.90**	13.90
(b) Aggregate amount of Market value	**7.17**	5.45
(c)Aggregate amount of **Unquoted** investments;	**512.15**	512.15
(d)Aggregate provision for **diminution** in value of investments	**(6.73)**	(8.45)
The Company had pledged 51,21,500 Equity Shares of Rs 10/- each held by them in M/s Appu Hotels Limited in favour of certain Banks as additional securities for availment of Term Loans/ Working capital facilities.		
Total Non current investments	**519.32**	**517.60**

Note 11. Long-term Loans and advances	**As at 31.03.2016**	As at 31.03.2015
Capital advances		
Secured, considered good	**-**	-
Unsecured, considered good	**31.39**	34.39
Doubtful	**-**	-
Advance Income-tax and Tax Deducted at Source	**35.71**	30.17
MAT credit entitlement - Unsecured, considered good	**2,106.62**	2,207.51
Total	**2173.72**	2272.07

Note 12. Other Non Current assets	**Non - Current**		**Current**	
	31.03.2016	31.03.2015	**31.03.2016**	31.03.2015
Non-current bank balances				
(Note 15)	**255.82**	335.84	-	-
Interest accrued on fixed deposits	**2.09**	82.09	-	-
Total	**257.91**	**417.93**	**-**	**-**

Note 13. Inventories (valued at lower of cost or net realizable value)	**As at 31.03.2016**	As at 31.03.2015
Work-in-progress	**646.17**	267.70
Finished goods	**20,974.97**	19,643.32
Stores and spares	**789.03**	810.35
Total	**22,410.17**	20,721.37

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 14. Trade receivables	Non-current		Current	
	As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
Outstanding for a period exceeding six months from the date they become due for payment				
Secured, considered good	**-**	-	**-**	-
Unsecured - considered good	**-**	-	**3,186.68**	906.76
- considered doubtful	**520.05**	490.71	**-**	-
	520.05	490.71	**3,186.68**	906.76
Less: Provision for bad and doubtful receivables	**520.05**	490.71	**-**	-
(A)	**-**	-	**3,186.68**	906.76
Other receivables				
Secured, considered good	**-**	-	**-**	-
Unsecured - considered good	**-**	-	**2,344.83**	3,336.03
- considered doubtful	**-**	-	**-**	-
	-	-	**2,344.83**	3,336.03
Less: Provision for bad and doubtful receivables	**-**	-	**-**	-
(B)	**-**	-	**2,344.83**	3,336.03
Total	**-**	-	**5,531.51**	4,242.79

Note 15. Cash and cash equivalents	Non-current		Current	
	As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
Cash on hand	-	-	1.71	8.26
Balances with Banks				
(a)Balances with scheduled banks:				
in current accounts	**-**	-	**259.47**	815.63
in unpaid dividend accounts	**-**	-	**37.03**	37.13
Cheques on Hand	**-**	-	**-**	224.90
	-	-	**296.50**	1,077.66
(b)Balances with Non-scheduled banks:				
in current accounts	**-**	-	**22.61**	17.58
	-	-	**22.61**	17.58
Deposits with Banks				
Deposits with original maturity for more than 12 months	**-**	141.08	**-**	-
Deposits with original maturity for more than 3 months but less than 12 months	**-**	-	**-**	-
Margin money deposit				
Deposits with original maturity for more than 12 months	**255.82**	194.76	**5.78**	-
Deposits with original maturity for more than 3 months but less than 12 months	**-**	-	**-**	200.34
	255.82	335.84	**5.78**	200.34
Amount disclosed under Other non-current assets **(Note 12)**	**(255.82)**	(335.84)	**-**	-
Total	**-**	-	**326.60**	1,303.84

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 16. Short-term Loans and advances (Unsecured, considered good)		**As at 31.03.2016**	As at 31.03.2015
Security Deposits	**(A)**	**300.93**	320.57
Loans and advances to employees	**(B)**	**2.53**	16.77
Other Loans and advances - Unsecured, considered good	**(C)**		
- Advances to suppliers *		**83.87**	299.07
Less: Provision for doubtful Advances		**6.01**	6.23
		77.86	292.84
- Prepaid expenses		**87.31**	75.48
- Balances with government authorities		**432.83**	528.71
- Other advances		**275.39**	760.59
	Total (A+B+C)	**1,176.85**	1,994.96

Note 17.Sales of Products		**For the year ended 31.03.2016**	For the year ended 31.03.2015
a) Sugar			
- Domestic sales	**23,859.92**		28,884.60
- Deemed Export sales	**1,276.84**		-
- Export sales	**1,755.02**	**26,891.78**	-
b) Industrial Alcohol		**5,777.74**	5,922.31
c) Power		**4,452.80**	2,385.59
d) Baggase		**41.88**	-
e) Bio Compost		**35.05**	36.26
f) Carbon Dioxide		**125.92**	110.00
g) Fly Ash		**8.99**	1.78
Other operating revenues			
a) Scrap sales		**2.52**	4.02
b) Duty drawback		**101.26**	-
Revenue from Operations (gross)		**37,437.94**	37,344.56
Less: Excise Duty#		**1,038.45**	987.26
Revenue from Operations (net)		**36,399.49**	36,357.30

Excise duty on sales amounting to Rs.1038.45 lakhs (31 March 2015: Rs.987.26 lakhs) has been reduced from sales in statement of profit & loss and excise duty on increase in stock amounting to Rs.410.00 lakhs (31 March 2015: Rs.16.24 lakhs) has been considered as expense in Note 22 of financial statements.

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 18.Other Income	**For the year ended 31 March 2016**	For the year ended 31 March 2015
Interest income on		
- Bank deposits (Tax deducted at source Rs.4.73 lakhs, previous Year Rs.3.42 Lakhs)	**27.69**	50.24
- Others (Tax deducted at source Rs.0.86, previous Year Rs.8.38 Lakhs)	**368.59**	1,628.97
Other income (Tax deducted at source is NIL previous Year Nil)	**32.68**	8.85
Foreign Exchange Gain (Net)	**76.09**	19.53
Profit on Sale of asset	**0.08**	-
Other non-operating income	**66.92**	59.69
Total	**572.05**	1,767.28

Note 19.Cost of Materials Consumed	**For the year ended 31 March 2016**	For the year ended 31 March 2015
Inventory at the beginning of the year	**-**	-
Add: Purchases	**26,102.18**	26,399.66
	26,102.18	26,399.66
Less: Inventory at the end of the year	**-**	-
Cost of materials consumed	**26,102.18**	26,399.66
Details of materials consumed		
Sugar cane	**25,019.73**	26,099.98
Molasses	**1,082.45**	299.68
Total	**26,102.18**	26,399.66

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 20. Changes in inventories of work-in-progress and finished goods.	**For the year ended 31 March 2016**	For the year ended 31 March 2015
Inventories at the end of the year		
Work in progress	**646.17**	267.70
Finished goods	**20,974.97**	19,643.32
Total (A)	**21,621.14**	19,911.02
Inventories at the beginning of the year		
Work in progress	**267.70**	350.82
Finished goods	**19,643.32**	23,920.59
Total (B)	**19,911.02**	24,271.41
Total (B-A) - Change in inventory of WIP and Finished Goods	**(1,710.12)**	**4,360.39**
Details of Inventory		
Work-in-progress		
Sugar	**600.18**	235.97
Molasses	**45.99**	31.73
Total	**646.17**	**267.70**
Finished goods		
Sugar	**19,191.25**	18,124.01
Molasses	**1,123.55**	1,046.78
Bagasse	**5.06**	4.71
Rectified Spirit & IS	**461.65**	264.28
Bio compost	**4.51**	0.04
AA (Ethanol)	**2.46**	0.92
ENA	**186.49**	202.58
Total	**20,974.97**	**19,643.32**

Note 21.Employee benefit expenses	**For the year ended 31 March 2016**	For the year ended 31 March 2015
Salaries, wages, bonus etc.,	**1,916.28**	1,863.83
Contribution to provident fund and other funds	**185.20**	145.55
Gratuity expense	**(5.40)**	71.28
Staff welfare expenses	**196.60**	196.80
Total	**2,292.68**	**2,277.46**

Notes Forming Part Of The Financial Statement For The Year Ended 31st March 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Note 22.Other expenses	**For the year ended 31 March 2016**	For the year ended 31 March 2015
Manufacturing expenses		
Stores and Spares Consumed	**888.41**	833.32
Increase/(Decrease) of excise duty on inventory	**410.00**	16.24
Power and Fuel	**471.37**	406.11
Fuel for Co-generation	**1,994.74**	586.15
Rent	**73.43**	77.49
Rates & Taxes	**111.96**	106.81
Insurance	**77.75**	108.54
Repairs and Maintenance		
- Plant and Machinery	**252.69**	334.87
- Building	**156.59**	195.18
- Vehicle	**73.74**	73.23
- Others	**31.17**	34.78
Selling and Distribution expenses		
Freight, Packing and Forwarding charges	**776.25**	1,248.81
Other Administrative expenses		
Director's Sitting Fees	**2.60**	2.55
Executive Chairman & Managing Director Remuneration	**51.60**	27.60
Auditors' Remuneration (Refer detail below)	**8.12**	8.12
Travelling & Conveyance	**35.97**	45.45
Postage, Telegram & Telephones	**23.34**	21.48
Printing & Stationery	**23.32**	22.81
Provision for Doubtful debts and Advances	**29.34**	21.53
Professional and Consultancy charges	**47.51**	181.50
Miscellaneous expenses	**15.22**	29.51
Provision for Diminution in value of Investments	**(1.72)**	0.81
Total	**5,553.40**	**4,382.89**
Payment to auditor		
As auditor		
Statutory Audit fees	**4.00**	4.00
Tax audit fees	**1.85**	1.93
Certification Fees	**2.27**	2.19
Total	**8.12**	**8.12**

Note 23.Finance cost	**For the year ended 31 March 2016**	For the year ended 31 March 2015
Interest		
Interest on Term Loan	**2,957.33**	2,879.12
Interest on Working Capital	**3,502.86**	3,521.42
Other Interest and Financial Charges	**36.80**	51.29
Bank Charges	**166.11**	198.43
Total	**6,663.10**	**6,650.26**

Note 24.Exceptional items	**For the year ended 31 March 2016**	For the year ended 31 March 2015
Amortization of USAID Grant	**11.25**	11.25
Total	**11.25**	11.25

Notes to the financial Statements for the year ended 31st March 2016

25. Notes on Accounts:

25.1 Note on Corporate Debt Restructuring

The Corporate Debt Restructuring ("CDR") proposal was referred by the Company to CDR Cell and the said proposal was recommended by the consortium of lenders by the Indian Bank (Chennai). The CDR proposal was approved by the CDR Cell on January 16, 2015 and communicated vide final letter of Approval dated February 2, 2015. The cut-off date for the CDR proposal was 1st July 2014.

The Company has been sanctioned Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) and reschedulement of the existing term loans. As per the CDR package, the promoters have brought in an amount of Rs. 859 lakhs during the previous year ended 31st March'2015 as unsecured loan.

25.1.2. Share Application Money pending allotment

As part of the CDR opted by the Company, the promoter/ promoter group had brought in Rs.859 lakhs as unsecured loan in FY 2014-15. In terms of the approval accorded by the members through postal ballot and e-voting on 26th March 2016 along with necessary in-principle approvals obtained from NSE & BSE, preferential allotment of shares is made to the promoter / promoter group of the company to the extent of Rs.338.83 lakhs at Rs.22/- per share comprising of Face Value of Rs.10/- per share and Securities Premium of Rs.12/- per share on 14th May, 2016.

25.2 Contingent Liabilities in respect of

(Rs. in lakhs)

Particulars	As at 31st March' 16	As at 31st March' 15
Guarantee issued by bankers	1326.49	1315.10
Letter of Credit issued by bankers	1179.39	139.43
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance paid)	234.60	236.87
Pending "C" forms for earlier years	1.14	Nil
Disputed Income-tax demand/liabilities not provided for	11.08	11.08
Claims against the Company for Excise Duty not acknowledged as debts	41.71	99.64
Claims against the Company for Service Tax not acknowledged as debts	39.94	23.84
Claims against the Company for other disputes not acknowledged as debts	97.42	108.01
Right of Recompense to CDR Lenders	638.00	257.00

25.3 Taxation

i. Provision for current tax:

The tax Provision for the current year is Rs. NIL (Previous year Rs.NIL)

ii. Deferred tax:

The Company had created deferred tax liability (net) in accordance with the requirements of the Accounting Standard 22 "Accounting for Taxes on Income".

Break up of Deferred Tax (Asset) / Liability is provided hereunder:

(Rs. in lakhs)

Particulars	As at 31st March' 16	As at 31st March' 15
a) Deferred Tax Liability Related to Fixed Assets	**(5,297.72)**	(4,334.50)
b) Deferred Tax Assets Eligible carry forward of loss/unabsorbed depreciation	**4,591.19**	2,004.45
c) Expenses allowable against taxable income in future years	**1,981.04**	697.07
Net Deferred Tax (Liability)/Asset	**1,274.51**	**(1,632.98)**

Notes to the financial Statements for the year ended 31st March 2016

25.4 Employee Benefits as per AS-15 (Revised)

25.4.1 Components of Employer Expenses

(Rs. in lakhs)

Sl. No.	Particulars	As at 31st March' 16	As at 31st March' 15
a)	Present value of obligation	**542.99**	517.56
b)	Fair Value of plan assets	**Nil**	Nil
c)	(Asset) / Liability recognized in the Balance sheet	**542.99**	517.56

25.4.2 Net Assets / (Liability) recognized in the balance sheet as at 31st March, 2016

(Rs. in lakhs)

Sl. No.	Particulars	As at 31st March' 16	As at 31st March' 15
a)	Current Service Cost	**58.18**	**61.31**
b)	Interest Cost	**39.50**	**40.14**
c)	Expected Return on Plan Assets	**Nil**	**Nil**
d)	Curtailment Cost / (Credit)	**Nil**	**Nil**
e)	Settlement Cost / (Credit)	**Nil**	**Nil**
f)	Past Service Cost	**Nil**	**Nil**
g)	Actuarial (Gain) / Loss	**111.89**	**(22.19)**
h)	Total expenses / (gain) recognized in the Statement of Profit and Loss	**209.57**	**79.26**

25.4.3 Change in Defined Benefit Obligations during the year ended as at 31st March, 2016

(Rs. in lakhs)

Sl.No.	Particulars	As at 31st March' 16	As at 31st March' 15
a)	Present value of Obligation as at the beginning of the period	**517.56**	453.73
b)	Current service cost	**58.18**	61.31
c)	Interest cost	**39.50**	40.14
d)	Curtailment Cost / (Credit)	**Nil**	Nil
e)	Settlement Cost / (Credit)	**Nil**	Nil
f)	Plan Amendments	**Nil**	Nil
g)	Acquisitions	**Nil**	Nil
h)	Actuarial (gain) / Loss	**111.89**	(22.19)
i)	Benefits paid	**(22.40)**	(15.43)
j)	Closing defined benefit obligation	**704.73**	517.56

Notes to the financial Statements for the year ended 31st March 2016

25.4.4 Changes in the Fair Value of Plan Assets

(Rs. in lakhs)

Sl.No.	Particulars	As at 31st March' 16	As at 31st March' 15
a)	Present value of Plan Assets as at the beginning of the period	**Nil**	**Nil**
b)	Acquisition Adjustments	**Nil**	**Nil**
c)	Expected return on Plan Assets	**Nil**	**Nil**
d)	Actuarial Gain / (Loss)	**Nil**	**Nil**
e)	Actual Company Contribution	**22.40**	**15.43**
f)	Benefits Paid	**(22.40)**	**(15.43)**
g)	Closing Fair Value of Plan Assets	**Nil**	**Nil**

25.4.5 Actuarial Assumptions

(Rs. in lakhs)

Sl.No.	Particulars	As at 31st March' 16	As at 31st March' 15
a)	Discount Rate (per annum)	**7.80%**	7.80%
b)	Expected Rate of Return on Assets(per annum)	**Nil**	Nil

25.4.6 Leases:

a. Operating Lease

The Company has entered into operating lease arrangements for its office premises. The leases are non-cancellable for a period of five Years from June'2011 to May'2016 based on mutual agreement of the parties. The lease agreements provide for an increase in the lease payments by 10 % for every two years.

The future lease rental payments that the Company is committed to make are:

(Rs. in lakhs)

Particulars	As at 31st March' 16	As at 31st March' 15
Not Later than One year	11.51	65.32
Later than One year but not later than five years	Nil	10.96
Later than five years	Nil	Nil
Total	**11.51**	**76.28**

b. Financial Lease

Vehicles includes vehicle obtained on financial lease. The lease term is for 24 months. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease arrangements. There are no subleases.

Notes to the financial Statements for the year ended 31st March 2016

Particulars	As at 31st March'16	As at 31st March'15
Total as at year end		
Minimum lease payments	4.66	Nil
Less : Finance Charges		Nil
Present Value		Nil
Not later than one year		
Minimum lease payments	13.75	Nil
Less : Finance Charges		Nil
Present Value		Nil
Later than one year but not later than five years		
Minimum lease payments	2.94	Nil
Less : Finance Charges		Nil
Present Value		Nil

25.4.7. Deposits with Bank

Deposits with bank as of March 31, 2016 and March 31, 2015 include restricted deposits of Rs.261.63 lakhs and Rs.536.19 lakhs respectively. The restrictions are primarily on account of bank balances held as margin money deposits against guarantees/letter of credit.

(Rs. in lakhs)

Particulars	As at 31st March' 16	As at 31st March' 15
Deposits with Bank		
- Under lien to commercial tax officer	0.03	0.03
- Under lien to Bank for Letter of Credit and Other Guarantees	261.60	536.16

25.4.8. Capitalization of Borrowing Cost:

(Rs. in lakhs)

Particulars	As at 31st March' 16	As at 31st March' 15
Borrowing costs capitalized during the year	Nil	Nil
Borrowing costs included in Capital Work in Progress	281.07	380.65

Notes to the financial Statements for the year ended 31st March 2016

25.4.9 Particulars of Raw materials, Spares and components consumed:

(Rs. in lakhs)

Particulars	2015-16		2014-15	
	Consumed	% of Total Consumed	Consumed	% of Total Consumed
1. Raw Materials (Qty in M.T)				
a. Sugarcane	1051296		1057817	
b. Molasses	68006		55834	
2. Value (Rs in Lakhs)				
a. Sugarcane	25019.73	95.85%	26099.98	98.87%
b. Raw Sugar (Imported)	Nil	Nil	Nil	Nil
c. Molasses	1082.45	4.15%	299.68	1.13%
	26102.18	**100%**	**26399.66**	**100%**
3. Spares and Components				
a. Imported	Nil		Nil	
b. Indigenous	888.41	100.00%	833.32	100.00%
4. CIF value of Import				
a. Raw Sugar	Nil		Nil	
b. Spares	Nil		Nil	

25.4.10 Other Information

i. Realizable value of Current Assets, Loans and advances

a. In the opinion of the Board, the investments, current assets, loans and advances are realizable at a value, which is at least equal to the amount at which these are stated, in the ordinary course of business and provision for all known and determined liabilities are adequate and not in excess of the amount stated. Sundry Debtors are partly confirmed.

b. Advances include Rent Advance of Rs.41.53 Lakhs paid to Dr. Palani G. Periasamy, Executive Chairman in respect of the property taken on lease for office purpose. Maximum amount outstanding at any one time during the year Rs.41.53 Lakhs (Previous year Rs.41.53 Lakhs)

ii. Amount due to Micro, Small and Medium Enterprises

(Rs. in lakhs)

Description	Year ended 31st March' 16	Year ended 31st March' 15
Principal	16.13	20.14
Interest	Nil	Nil
Interest Paid U/s 16 of Micro Small and Medium Enterprises Development Act, 2006	Nil	Nil
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year)	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil

Notes to the financial Statements for the year ended 31st March 2016

The above information and that given in Note 8.1 regarding Micro Small and Medium Enterprises have been determined to the extent the Company has received information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act,2006.

25.4.11 Related Party

i. Names of Related Parties:

(Rs. in lakhs)

Nature of relationship	Name
Associate Enterprises	- M/s. Dharani Finance Limited (DFL) - M/s. Appu Hotels Limited (AHL) - M/s. PGP Educational & Welfare Society (PGP&EWS) - M/s. Dharani Developers Private Limited (DDPL) - M/s.Dharani Credit and Finance (p) limited (DCCFL)
Key Management Personnel (KMP)	- Dr Palani G Periasamy, Executive Chairman - Mr. A. Sennimalai, Director - Mr. M. Ramalingam, Managing Director
Enterprises Significantly influenced by Key Management Personnel	- M/s. Ananthi Developers Limited (ADL)

ii. The above information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company.

iii. Related Party Transactions:

(Rs. in lakhs)

Associate Enterprises		Transaction during the year		Balances at end of the year	
Particulars	Related Party	2015-16	2014-15	31-Mar-16	31-Mar-15
Purchase of Travel Ticket & vehicle	DFL	1.84	1.25	1.40	2.36
Lease Rent receivable	PGP EWS	0.35	0.35	0.35	0.35
Inter-Corporate Deposit (ICD) granted	AHL	-	1,583.06	-	-
Interest on ICD receivable	AHL	-	65.39	-	-
Sale of Sugar	AHL	1.00	0.26	0.10	0.26
Availment of Unsecured Loans	DDPL	-	860.00	(521.17)	(860.00)
Interest on Unsecured Loan payable	DDPL	-	20.87	(18.36)	(19.78)
Reimbursement of Expenses	DDPL	0.51	1.09	-	-
Reimbursement of Expenses	AHL	0.68	0.74	0.59	0.74
Reimbursement of Expenses	PGP EWS	0.34	0.37	2.24	1.55
Reimbursement of Expenses	DFL	0.82	0.87	0.82	0.87

Notes to the financial Statements for the year ended 31st March 2016

(Rs. in lakhs)

Key Management Personnel		Transaction during the year		Balances at end of the year	
Particulars	Related Party	2015-16	2014-15	31-Mar-16	31-Mar-15
Remuneration	Exe. Chairman	24.00	-	(18.44)	(3.05)
Remuneration	MD	27.60	27.60	(3.96)	(3.86)
Availment of Unsecured loan	Chairman	-	85.00	(61.00)	(61.00)
Interest on unsecured loan	Chairman	-	2.54	(2.29)	(2.29)
Rent	Chairman	68.70	67.50	(21.15)	(7.98)
Sitting Fees	Directors	0.85	0.65	-	(0.10)

Enterprises significantly influenced by KMP		Transaction during the year		Balances at end of the year	
Particulars	Related Party	2015-16	2014-15	31-Mar-16	31-Mar-15
Professional Fees payable	ADL	3.32	4.74	0.83	1.82

iv. No balances in respect of the related parties have been provided for/written back/ written off except as stated above.

25.4.12 Segment Reporting

The Company has disclosed Business Segment as the primary segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organization structure and internal reporting system.

The Company's operations predominantly relate to manufacture of Sugar, Co-Generation of power and production of Industrial Alcohol. Other business segments reported are Distillery and Power. Sugar segment includes molasses and other by-products.

Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segment as also amounts allocated on a reasonable basis.

The expenses, which are not directly attributable to the business segment, are shown as unallocated corporate cost.

Assets and Liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively.

Inter Segment Transfer Pricing Policy – (i) The molasses supplied to Distillery segment is based on average market price. (ii) Power used by other segments is based on 90% of the market price.

Notes to the financial Statements for the year ended 31st March 2016

PARTICULARS	SUGAR		DISTILLERY		POWER		UNALLOCATED		Total	
	31.03.16	31.03.15	31.03.16	31.03.15	31.03.16	31.03.15	31.03.16	31.03.15	31.03.16	31.03.15
External Sales	26041	27958	5906	6013	4453	2386	-	-	36400	36357
Other Income	104	135	-	8		1548	468	77	572	1768
Inter - segment Sales	3521	3944	-	-	3143	1464	-	-	6664	5408
Gross Revenue	29666	32037	5906	6021	7596	5398	468	77	43636	43533
Less: Intersegment revenue	3521	3944			3143	1464			6664	5408
Total Revenue	26145	28093	5906	6021	4453	3934	468	77	36972	38125
RESULT										
Segment Result	(1697)	(4448)	1404	1427	2878	1882	89	(277)	2674	(1416)
Less: Unallocated Corporate Expenses	-	-	-	-	-	-	-	-		
Operating profit	-	-	-	-	-	-	-	-	2674	(1416)
Less: Interest expense	-	-	-	-	-	-	-	-	6663	6650
Profit/(Loss) from ordinary activities	-	-	-	-	-	-	-	-	(3989)	(8066)
Net profit/(Loss)	-	-	-	-	-	-	-	-	(3989)	(8066)
OTHER INFORMATION	-	-	-	-	-	-	-	-		
Segment assets	47598	47685	14611	14781	15214	14217			77423	76683
ADD : Unallocated Corporate Assets	-	-	-	-	-	-	2240	2348	2240	2348
Total Assets	-	-	-	-	-	-	-	-	79662	79031
Segment liabilities	30547	32690	2233	1878	5678	2042	-	-	38458	36610
Total Liabilities									38458	36610
Capital expenditure	293	318	38	307	289	327			620	952
Depreciation	1112	1141	697	712	242	246	8	21	2059	2120
Non-cash expenses other than depreciation	-	-	-	-	-	-	-	-	-	-

25.4.13. Earnings Per Share

Sl No.	Particulars	Year ended 31st March' 16	Year ended 31st March' 15
a.	Net Profit as per Profit & Loss account (Rupees in Lakhs)	**(1,171.04)**	(7,415.74)
b.	Number of Equity shares	**29,389,846**	29,389,846
c.	Weighted Average Number of Equity shares	**29,389,846**	29,389,846
d.	Basic Earnings Per Share (Rupees)	**(3.98)**	(25.23)

25.4.14 Earnings in Foreign Currency (On accrual Basis)

(Rs. in lakhs)

Particulars	Year ended 31st March' 16	Year ended 31st March' 15
Export of Sugar (FOB value)	1755.02	Nil

Notes to the financial Statements for the year ended 31st March 2016

25.4.15 Value of Imports (CIF basis- On Accrual Basis) (Rs. in lakhs)

Particulars	Year ended 31st March' 16	Year ended 31st March' 15
Raw materials	Nil	Nil
Components and Spare parts	Nil	Nil
Capital goods	Nil	Nil

25.4.16 Expenditure in Foreign Currency (On Accrual Basis)

(Rs. in lakhs)

Particulars	Year ended 31st March' 16	Year ended 31st March' 15
Interest on ECB loan	**194.23**	214.40

25.4.17 Dividend (Net) remitted in Foreign Exchange

Particulars	Year ended 31st March' 16	Year ended 31st March' 15
Number of non-resident shareholders	Nil	Nil
Number of equity shares held on which dividend was due	Nil	Nil
Amount remitted (Rs. in lakhs)	Nil	Nil
Currency of remittance	Nil	Nil
Year to which the dividend related	Nil	Nil

25.4.18 Foreign currency exposures

The Company had used derivative financial instruments in the form of forward exchange contracts to hedge its risks associated with foreign currency fluctuations during the year. Accounting policy for forward exchange contracts is given in note 1.k above. There are open forward contracts at the end of current and previous year. The details of Foreign Exchange Exposures as at the end of the year are given below:

Particulars	Currency type	**As at Mar 31, 2016**		As at Mar 31, 2015	
		Amount (Foreign currency in Lakhs)	**Amount (Rs. In Lakhs)**	Amount (Foreign currency in Lakhs)	Amount (Rs. In Lakhs)
Secured Loans	USD	48.29	3203.10	60.36	3778.01
Trade Receivables	USD	7.84	520.05	7.84	490.71
Trade payables	GBP	Nil	Nil	Nil	Nil

25.4.19 Previous year comparatives

The Company has reclassified the previous year figures in accordance with the requirements applicable in the current year.

SIGNATURE TO NOTES 1 TO 25.

SRINIVASAN & SHANKAR
Chartered Accountants
Firm No.005093S

For and on behalf of the Board

per R. MANIKANDAN
Partner
Membership No: 216063

E.P. SAKTHIVEL
Company Secretary

M.RAMALINGAM
Managing Director

DR. PALANI G. PERIASAMY
Executive Chairman

Place : Chennai
Date : 26.05.2016

M.P. KALIANNAN
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

(All amounts are in lakhs of Indian Rupees, unless otherwise stated) (Rs. in lakhs)

Particulars	**31 March 2016**	31 March 2015
A. Cash Flow From Operating Activities:		
Net Profit /(Loss) before Tax	(3,977.62)	(8,054.39)
Adjustment for:		
- Depreciation	2,059.17	2,119.56
- (Profit)/Loss on sale of assets	(0.08)	-
- Reversal of diminution of Investments	(1.72)	0.81
- Amortization of USAID Grant	(11.25)	(11.25)
- Unrealised Foreign Exchange Loss/(Gain)	(29.34)	(19.53)
- Write off of advances	-	12.15
- Provision for Doubtful debts & Advances	29.34	21.53
- Interest Expense	6,663.10	6,650.26
- Interest Income	(27.69)	(50.24)
- Dividend Income	-	-
Operating Profit before Working Capital Changes	**4,703.91**	**668.90**
Adjustment for:		
(Increase)/Decrease in Sundry Debtors	(1,288.72)	(2,024.51)
(Increase)/Decrease in Loans and Advances	821.14	1,099.15
(Increase)/Decrease in Inventories	(1,688.80)	4,403.01
Increase/(Decrease) in Trade Payables	(1,161.58)	2,179.64
Increase/(Decrease) Other Current Liablities	1,489.19	(1,121.99)
Increase/(Decrease) Other Long Term Liabilities	134.82	(228.66)
Increase/(Decrease) Short Term Provisions	(0.70)	1.61
Increase/(Decrease) Long Term Provisions	20.09	54.11
Cash generated from Operations	**3,029.34**	**5,031.26**
- Taxes (paid), net	(5.54)	(12.03)
Net Cash from/ (used in) Operating Activities	**3,023.80**	**5,019.23**
B. Cash Flow from Investment Activities:		
- Purchase of fixed assets	(410.30)	(667.85)
- Proceeds from sale of fixed assets	0.15	-
- Interest Received	107.69	103.28
- Dividend Received	-	-
Net Cash from/ (used in) Investing Activities	**(302.46)**	**(564.57)**
C. Cash Flow From Financing Activities:		
- Proceeds from Share Application Money	338.83	-
- Repayment of Share Application Money	-	-
- Proceeds from Secured Loans	1,844.40	7,661.71
- Proceeds from Hire Purchase Loan	19.00	-
- Proceeds/ (Repayment) from / of Unsecured Loans	(335.79)	921.00
- Repayment of Secured Loans - Working Capital	(1,898.22)	(1,038.86)
- Repayment of Secured Loans - Term Loan	(1,507.71)	(6,034.40)
- Repayment of Hire Purchase Loan	(3.72)	-
- Repayment of Unsecured Loans	(17.23)	(47.99)
Unrealised foreign exchange gain in terms of loan	(209.30)	(283.71)
- Interest paid	(2,008.87)	(5,112.85)
- Dividend & Dividend Tax paid	-	-
Net Cash from/ (used in) Financing Activities	**(3,778.61)**	**(3,935.10)**
Net increase in cash and cash equivalents (A + B + C)	**(1,057.27)**	**519.56**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(Rs. in lakhs)

Particulars	**31 March 2016**	31 March 2015
Cash and cash equivalents at the beginning of the year	1,639.69	1,120.13
Cash and cash equivalents at the end of the year	**582.42**	**1,639.69**
Components of cash and cash equivalents as at the end of the year		
Cash on hand	1.71	8.26
Cheques on hand	-	224.90
Balances with scheduled banks:		
On current accounts	259.47	815.63
On deposit accounts	261.60	536.19
Balances with non-scheduled banks:		
On current accounts	22.61	17.58
Unpaid Dividend Account	37.03	37.13
Cash and Cash Equivalents - Closing Balance	**582.42**	**1,639.69**

For and on behalf of the Board

SRINIVASAN & SHANKAR	**E.P. SAKTHIVEL**	**M.RAMALINGAM**	**DR. PALANI G. PERIASAMY**
Chartered Accountants	Company Secretary	Managing Director	Executive Chairman

Place : Chennai
Date : 26.05.2016

M.P. KALIANNAN
Chief Financial Officer

AUDITORS' CERTIFICATE

We have verified the above cash flow statement of **DHARANI SUGARS AND CHEMICALS LIMITED**, derived from the Audited Financial Statement and the books and records maintained by the Company for the years ended 31.03.2016 and 31.03.2015 and found the same to be in agreement therewith.

For SRINIVASAN & SHANKAR
Firm Registration No.: 005093S
Chartered Accountants

Per R MANIKANDAN
Partner
Membership No.216063

Place : Chennai
Date : 26.05.2016

DHARANI SUGARS AND CHEMICALS LIMITED

Regd. Office : "PGP House" No.59 Sterling Road,
Nungambakkam, Chennai - 600 034.

EMAIL ADDRESS REGISTRATION FORM (EARF)

Name & Address of the Member _____

_____

_____

Folio No. : _____

DP ID : _____

Client ID : _____

Email ID : _____

I hereby confirm that I am a member of the Company and the above details furnished by me for registration of my email address to receive the copy of annual report comprising of Notice. Director's Report, Auditor's Report, Balance Sheet, Profit & Loss Account etc., through electronic mode from the Company are correct. I further confirm that I will intimate the Company / RTA from time to time if there is any change in my above Email ID.

Place :
Date :

Signature of the Shareholder

Name of the Shareholder

DHARANI SUGARS AND CHEMICALS LIMITED

Regd. Office : "PGP House" No.59 Sterling Road,
Nungambakkam, Chennai - 600 034.

CIN No.L15421TN1987PLC014454, Tel No. 91-44-28311313, 2820 7480, Fax No. 91-44-28232074/76
Email ID - secretarial@dharanisugars-pgp.com, Website : www.dharanisugars.in

ATTENDANCE SLIP

Name & Address of the Shareholder

_____

_____

Folio No : _____

DP ID : _____

Client ID : _____

I hereby certify that I am a member / proxy appointed by the member* of the Company and record my presence at the 29th Annual General Meeting of the Company, at "Mini Hall", Narada Gana Sabha, New no.314 TTK Road, Alwarpet, Chennai - 60 018 on Wednesday, the **28th September 2016 at 10.30 A.M.**

Name of the Shareholder / Proxy*

_____

Signature of the Shareholder / Proxy*

_____

* Strike out whichever is not applicable

Note : Please fill up this attendance slip and hand over at the entrance of the meeting hall.

SHAREHOLDERS ARE INFORMED THAT NO GIFTS WILL BE DISTRIBUTED DURING OUR ANNUAL GENERAL MEETINGS

ROUTE MAP



DHARANI SUGARS AND CHEMICALS LIMITED

Regd. Office : "PGP House" No.59 Sterling Road,
Nungambakkam, Chennai - 600 034.

CIN No.L15421TN1987PLC014454, Tel No. 91-44-28311313, 2820 7480, Fax No. 91-44-28232074/76
Email ID - secretarial@dharanisugars-pgp.com, Website : www.dharanisugars.in

PROXY FORM - MGT II

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administrations) Rules, 2014

Name of the Member(s) :.....

Registered address : .....

E-mail ID :..... Folio No/DP ID - Client ID :.....

I/We, being the Member (s) holding ..... shares of the above named company, hereby appoint

1. Name : ..... Address :.....

   E-mail Id : ..... Signature : ....., or failing him

2. Name : ..... Address :.....

   E-mail Id : ..... Signature : ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on the Wednesday, the 28th September 2016 at 10.30 A.M. at "Mini Hall", Narada Gana Sabha, New No.314 TTK Road, Alwarpet, Chennai - 600 018 and at any adjournment thereof in respect of such resolution as are indicated below :

Sl.No.	Resolutions	For	Against
	ORDINARY BUSINESS		
1	To adopt Audited Statement of Profit and Loss for the year ended 31st March 2016 and Balance Sheet.		
2	To Appoint a Director - Mrs. Visalakshi Periasamy		
3	To Appoint Statutory Auditors		
	SPECIAL BUSINESS		
4	To approve the payment of Remuneration to Dr Palani G. Periasamy, Whole time Director designated as Executive Chairman		
5	To approve the payment of Remuneration to M. Ramalingam Whole time Director designated as Managing Director		

Note :
A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Registered Book Post

PGP GROUP

If Undelivered, Please return to

DHARANI SUGARS AND CHEMICALS LIMITED

(Secretarial Division)

"PGP HOUSE"

New No.59, (Old No. 57), Sterling Road, Nungambakkam, Chennai - 600 034.