Dharani Sugars and Chemicals Limited

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
PGP GROUP CIN No.: L15421TN1987PLC014454 TIN No.: 33061502443 CST No.: 818529/19.11.87

DSCL/CL.31/2015

September 01, 2015

The Deputy General Manager,
The Stock Exchange, Mumbai
Corporate Relation Dept,
1st Floor, New Trading Ring,
Rotunda Building, P.J.Towers,
Dalal Street, Fort, **Mumbai – 400 001**

National Stock Exchange of India Ltd,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400051

Dear Sir/Madam,

Sub: Notice of Postal Ballot as per Clause 33 of the Listing Agreement

We wish to inform you that, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the following special business is to be transacted by the Members of the Company by passing resolution through Postal Ballot. A Copy of the Notice and Postal Ballot is enclosed herewith.

Alteration of Object clause of the Memorandum of Association of the Company as per section 13(9) of the Companies Act 2013.

The Board of Directors has appointed Mr M Damodaran, Practising Company Secretary, as Scrutinizer to conduct the voting through Postal Ballot.

This is for your information and record.

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
Mobile : 94422 56138
Email : dharani3@dharanisugars-pgp.com

DHARANI SUGARS AND CHEMICALS LIMITED

CIN No. : L15421TN1987PLC014454
"PGP HOUSE" New No.59 (Old No.57), Sterling Road,
Nungambakkam, Chennai - 600 034.
Tel : 91-44-28311313, 2820 7480, Fax No. 91-44- 28232074/76
Email : secretarial@dharanisugars-pgp.com, Website : www.dharanisugars.in

PGP GROUP

POSTAL BALLOT FORM

Serial No.

1. Name(s) of Member(s)/ Beneficial Owner(s) Including Joint holders if any (IN BLOCK LETTERS) :

2. Registered Address of the Sole/ First named Member(s) / Beneficial Owner(s) :

3. Registered Folio No. / DP ID No./Client Id No. (Applicable to investors holding shares in demat form) :

4. Number of Shares held :

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot issued by the Company dated **Thursday, 13th August 2015** by sending my / our assent / dissent to the said resolution by placing the tick (Ö) mark at the appropriate box below: -

Re-solution No.	Description	No. of Equity Shares	I / We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
1.	***Alteration of Object clause of the Memorandum of Association of the Company as per section 13(9) of the Companies Act 2013*** **RESOLVED THAT** Pursuant to the provisions of Section 13(9) and other applicable provisions, if any of the Companies Act, 2013; the Object Clause of the Memorandum of Association of the Company be amended as follows: The following new clauses No. 4 and 5 of III (A) be added after the existing clause No.3 of the Main Object Clause and Clauses No.1 to 22 of III(c) is deleted from other object clause of the Memorandum of Association of the company. Clause No.4: "To carry on business of buying and selling import and export of Coal, Minerals, Metals and general Merchants contractors, agents, importers, exporters". Clause No.5:"To acquire by lease, grant, assignment, transfer or otherwise any leases, prospecting licenses, grants or concessions of any coal and mineral lands, coal or other mines, mining rights and property supposed to contain coal, mineral oil or other minerals from any person or persons, firm Syndicate or Corporation, Government or Municipality within India and overseas and to perform and fulfill the conditions thereof." **"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to accept such changes, correction , or modification , as may be proposed by the Registrar of Companies, Chennai , while according approval to the alteration of the above said Clause in the Main Objects of the Memorandum of Association of the Company and also Re – number the main objects as may be necessary.			

Place : Chennai

Date :13.08. 2015

Signature of the Shareholder

Following particulars to be used only in case shareholder opts for e-voting

Details of e-voting

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD / PIN

NOTE: Please read carefully the instructions printed overleaf before exercising vote.

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

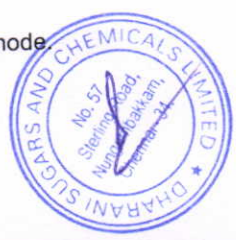
INSTRUCTIONS

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

All the Equity Shares of the Company are presently held in physical form as well as demat form. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Voting in Physical form:

1. A member / beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on **Thursday, 13th August 2015.**
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the Scrutinizer not later than the close of working hours on **Saturday, 3rd October 2015 (05.00 p.m.).** All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on **Tuesday, 06th October 2015** at the Registered Office of the Company.
10. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members / beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members / beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
13. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected.
16. There will be one Postal Ballot for every Folio/Client ID.
17. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.



PGP GROUP

DHARANI SUGARS AND CHEMICALS LIMITED

CIN No. : L15421TN1987PLC014454
"PGP HOUSE" New No.59 (Old No.57), Sterling Road,
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Tel : 91-44-28311313, 2820 7480, Fax No. 91-44- 28232074/76
Email : secretarial@dharanisugars-pgp.com, Website : www.dharanisugars.in

Dear Members,

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Members of **DHARANI SUGARS AND CHEMICALS LIMITED** (hereinafter referred to as 'the Company') to seek their approval by way of Postal Ballot Pursuant to the provisions of Section 13(9) and other applicable provisions, if any of the Companies Act, 2013; the Clause III (A) of Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company be amended.

The proposal is appended in the proposed resolution below.

The Board of Directors of the Company at its meeting held on **Thursday, 13th August 2015**, has appointed **Mr. M.Damodaran, Practicing Company Secretary, Chennai** as **Scrutinizer** for conducting the Postal Ballot (physical & e-voting) process in accordance with law in a fair and transparent manner.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through Electronic Voting System. Accordingly, the Company, in compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the Members with the facility to exercise their right to vote on the matter set out in the Postal Ballot by electronic means i.e. through E-voting services provided by **M/s. Cameo Corporate Services Limited,** Registrar and Share Transfer Agent (RTA).

While the Postal Ballot will be open from **Thursday, 03rd September 2015 (09.00 a.m.)** to **Saturday, 3rd October 2015 (05.00 p.m.)**, the e-voting will remain open from **Thursday, 03rd September 2015 (09.00 a.m.)** to **Saturday, 3rd October 2015 (05.00 p.m.).**

Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. It is pertinent to note that the Shareholder(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid. After you vote, the vote cannot be changed subsequently.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m.) on to **Saturday, 3rd October 2015 (05.00 p.m.)**. Please note that any Postal Ballot Form(s) received after the said date will be treated as if reply from the Member has not been received. Members who have not received Postal Ballot forms may apply to the Company / RTA and obtain a duplicate thereof.

The Scrutinizer will submit his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on **Tuesday, 06th October 2015** at 05.00 p.m. at the Registered Office of the Company.

The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be posted on the Company's **Website: www.dharanisugars.in** and CDSL e-voting website: **helpdesk.e-voting@cdslindia.com** besides communicating to the Stock Exchanges where the Company's shares are listed. The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of the said Resolution.

Members requiring any clarifications on e-voting may contact RTA on 044 - 2846 0390 or by e-mail:cameo@cameoindia.com.

Proposed Resolution

ITEM NO.1:

Alteration of Object clause of the Memorandum of Association of the Company as per section 13(9) of the Companies Act 2013.

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

RESOLVED THAT Pursuant to the provisions of Section 13(9) and other applicable provisions, if any of the Companies Act, 2013; the Object Clause of the Memorandum of Association of the Company be amended as follows:

The following new clauses No. 4 and 5 of III (A) be added after the existing clause No.3 of the Main Object Clause and Clauses No.1 to 22 of III(c) be deleted from other object clause of the Memorandum of Association of the company.



Clause No.4: "To carry on business of buying and selling import and export of Coal, Minerals, Metals and general Merchants contractors, agents, importers, exporters".

Clause No.5:"To acquire by lease, grant, assignment, transfer or otherwise any leases, prospecting licenses, grants or concessions of any coal and mineral lands, coal or other mines, mining rights and property supposed to contain coal, mineral oil or other minerals from any person or persons, firm Syndicate or Corporation, Government or Municipality within India and overseas and to perform and fulfill the conditions thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to accept such changes, correction, or modification, as may be proposed by the Registrar of Companies, Chennai, while according approval to the alteration of the above said Clause in the Main Objects of the Memorandum of Association of the Company and also Re – number the main objects as may be necessary.

By Order of the Board of Directors
For **DHARANI SUGARS AND CHEMICALS LIMITED**

Place : Chennai

Date : 13.08.2015

Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed Special Business along with the Postal Ballot Form setting out material facts is appended below.
2. The Postal Ballot Notice has been sent to all the Members of the Company whose names appear on the Register of Members / Beneficial owners from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on Thursday 13th August 2015. Only a member who is entitled to vote is entitled to exercise his / her vote through Postal Ballot.
3. The Postal Ballot Notice also has been placed on Company's Website: **www.dharanisugars.in** and will remain on such website until the last date of receipt of the Postal Ballot from Members.
4. The date of completion of dispatch of Notice will be announced through advertisement in Newspapers.
5. The Company's shares are presently held in Physical Form as well as demat form and voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on **Thursday 13th August 2015.**
6. The postage will be borne and paid by the Company. However envelopes containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the Members will also be accepted. It is, however, clarified that Members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched, to the Scrutinizer.
7. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolution.
8. The Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Also attached is a self-addressed, business reply envelope.
9. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post / courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form From the Company's website.
10. Voting through electronic means

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

All the Equity Shares of the Company are presently held in physical form as well as demat form. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Voting in Physical form:

1. A member / beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.

4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on **Thursday, 13th August 2015.**
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the Scrutinizer not later than the close of working hours on **Saturday, 3rd October 2015 (05.00 p.m.).** All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on **Tuesday, 06th October 2015 (05.00 p.m.)** at the Registered Office of the Company.
10. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members / beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members / beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
13. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected.
16. There will be one Postal Ballot for every Folio/Client ID.
17. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

Voting through electronic means

1. Pursuant to the provisions of Sections 108 and 110, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting.
2. E-Voting commences on the Thursday **03rd September 2015 (09.00 a.m.) end on Saturday, 3rd October 2015 (05.00 p.m.).** E-Voting through electronic mode shall not be allowed beyond **5.00 p.m. on Saturday, 3rd October 2015.** During this period, shareholders of the company, holding shares as on the Cutoff date of **Thursday, 13th August 2015** 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 Thursday, **13th August 2015**.

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,(date of declaration) 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 **Tuesday 06th October 2015 at 05.00 p.m.** 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 on **Tuesday 06th October 2015 at 05.00 p.m.** and same communicated to NSE and BSE.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Meaning, Scope & Implication of the items of the business:

ITEM NO:1

The Company, as per the provisions of Section 13(9) of the Companies Act, 2013 ("the Act") and its rules thereunder, shall not, except with the consent of Members by Special Resolution alter the provisions of its Memorandum of Association.

a).The Company is having Co-Generation Power Plants operating with Bagasse as fuel. The surplus power is exported to the TANGEDCO Grid. As the Cane availability in Tamilnadu is less on account of drought during the last 2 years, the crushing duration of the Units have come down. In order to improve the efficiency of the Power Plants and to operate the plant during the off-season, the Company proposes to use Coal which is being presently imported. In order to have economies of scale and competitive price, the Company have to import Coal and also trade in Coal depending on the requirement of Coal at a particular time. To take up the trade in Coal, the Company proposes to amend the clause of the Memorandum and Articles of the Association of the Company.

In order to comply with the provisions of the Companies Act, 2013, the Board also felt it necessary to delete the Other objects clause of the Company.

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

None of the

i) Director
ii) Key Managerial Personnel (CEO,CFO & CS)
iii) Relatives of the persons mentioned in i &ii are not 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
Altered Memorandum of association is kept for the inspection for the above said resolution.

By Order of the Board of Directors
For **DHARANI SUGARS AND CHEMICALS LIMITED**

Place : Chennai
Date : 13.08.2015

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

Company Secretary