



# DWARIKESH SUGAR INDUSTRIES LIMITED

Corp. Off.: 511 Maker Chambers V, 221, Nariman Point, Mumbai - 400 021. Tel.: 2283 2466, 2204 2945 Fax : 2204 7288  
E-mail : dsilbom@dwarikesh.com • Website : www.dwarikesh.com

REF: DSIL/2013-14/633

March 22, 2014

National Stock Exchange of India Limited

"Exchange Plaza"

Bandra – Kurla Complex

Bandra [E]

Mumbai - 400 051

**Kind Attn: Mr. Hari.K**

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, we are forwarding herewith the Certified true copy of the minutes of the 20<sup>th</sup> Annual General Meeting held on Friday, March 21, 2014 at the Registered Office of the Company.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**B. J. Maheshwari**

Whole Time Director & CS cum CCO

Encl : As above

Regd. Office & Factory : Dwarikesh Nagar - 246 762, Dist. Bijnor (U.P.) • Tel.: 01343 - 267057-64 • Fax : 01343 - 267065

Minutes of Twentieth Annual General Meeting of the Company held on Friday, March 21, 2014, at 10 a.m. at the Registered Office of the company at Dwarikesh Nagar - 246 762, Dist. Bijnor, Uttar Pradesh, when the following shareholders were present:

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**40 Members in Persons**

**5 Members in Proxies**

**1. TO APPOINT CHAIRMAN FOR THE MEETING**

Proposed by Shri Sunil Goel

Seconded by Shri Manoj Agarwal

Put to Vote

Carried Unanimously

Shri G R Morarka was elected as the Chairman of the 20<sup>th</sup> Annual General Meeting and delivered speech.

**ORDINARY BUSINESS:**

**1. TO RECEIVE, CONSIDER AND ADOPT AUDITED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED SEPTEMBER 30, 2013 AND THE BALANCE SHEET AS AT THAT DATE TOGETHER WITH DIRECTORS' REPORT AND THE AUDITORS REPORT THEREON.**

Proposed by Shri Alok Lohia

Seconded by Shri Sunil Goel I second the same

Put to Vote

Carried Unanimously, passed as an Ordinary resolution ,

RESOLVED that Balance Sheet of the company as at September 30, 2013 and the Profit and loss Account for the year ended as on that date together with Directors Report and Auditors Report thereon be and are hereby received, approved and adopted.



**2. TO APPOINT AUDITORS AND FIX THEIR REMUNERATION.**

Proposed by Shri S S Arya

Seconded by Shri Manoj Agarwal

Put to Vote

Carried Unanimously, passed as an Ordinary resolution ,

RESOLVED that M/s S S Kothari Mehta & Co., Chartered Accountants' be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on the remuneration to be decided between the Board of Directors and them plus levy of service tax and reimbursement of out of pocket expenses that may be incurred by the said Auditors for discharging their duties.

**3. TO APPOINT A DIRECTOR IN PLACE OF SHRI BALKUMAR AGARWAL, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Proposed by Shri K. P. Gadia

Seconded by Shri Rupesh Vaish

Put to Vote

Carried Unanimously, passed as Ordinary resolution ,

RESOLVED that Shri B. K. Agarwal, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company.

**4. TO APPOINT A DIRECTOR IN PLACE OF SHRI K. N. PRITHVIRAJ, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Proposed by Shri Sudershan Singh

Seconded by Shri Shatrughan Singh

Put to Vote

Carried Unanimously, passed as an Ordinary resolution ,

RESOLVED that Shri K. N. Prithviraj, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company.



**SPECIAL BUSINESS:****5. TO APPOINT SHRI L. P. AGGARWAL AS A DIRECTOR**

Proposed by Shri Praveen Kumar

Seconded by Shri Sunil Sharma

Put to Vote

Carried Unanimously, passed as an Ordinary resolution,

RESOLVED THAT pursuant to the provisions of section 161 of the Companies Act, 2013 read with Article 132 of the Articles Of Association of the Company, Shri L. P. Aggarwal, who was appointed as an Additional Director with effect from November 27, 2013, and who holds office upto the date of ensuing Annual General Meeting of the Company and in respect of whom, the Company has received a notice in writing under section 257 of the Companies Act, 1956 together with requisite deposit, proposing his candidature as a Director of the Company, be and is hereby appointed as a Director.

**6. TO SEEK APPROVAL OF SHAREHOLDERS FOR AUTHORISING BOARD OF DIRECTORS TO RAISE LOAN UPTO Rs 1000 CRORES.**

Proposed by Shri Sunil Goel

Seconded by Shri N S Shekhawat

Put to Vote

Carried Unanimously, passed as a Special resolution,

"Resolved that pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorized and empowered to borrow, from time to time, any sum or sums of money from one or more bank, financial institution, Central or State Government, body corporate, firms or any other person(s), whether by way of term loan, working capital facility, cash credit facility, inter corporate loan, bill discounting, issue of debenture or bonds or any other fund based or non-fund based facility, in Indian Rupee or in Foreign Currency, whether secured or unsecured, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up share capital and free reserves (the reserves not set apart for any specific purpose) of the Company but so however that the total amount up to which the money may be borrowed by the Board of Directors and outstanding at anytime shall not exceed the sum of Rs. 1,000 crores (Rupees One Thousand Crores only) or equivalent amount in foreign currency, exclusive of interest and other charges.



**7. CONTRIBUTION TO CHARITABLE FUNDS**

Proposed by Shri           Alok Lohia

Seconded by Shri        Sunil Sharma

Put to Vote

Carried Unanimously, passed as a Special resolution

RESOLVED that pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, if any, the Board of Directors of the Company be and are hereby authorized to contribute to Charitable or other funds, not directly relating to the business of the Company or the welfare of its employees, such amount or amounts, the aggregate of which in any accounting year will not exceed Rs. 1,00,00,000/- or 5% of its average net profits as defined in the provisions to the above said section, whichever is greater.

Resolved further that the Board be and is hereby authorized to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/managing director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution."

Shri B.J. Maheshwari proposed a hearty vote of thanks to the Chairman.

Place:   Dwarikesh Nagar

Date:    March 21, 2014

(CHAIRMAN)

