

Head Office & Factory, Dwarkesh Nagar - 221 001, Dist. Meerut (U.P.) India. Tel: 2204 7288 Fax: 2204 7288

Page 1 of 1

Whole Time Director, Kumaon

M. Maheshwari

Dwarkesh Sugar Industries Limited

Varanasi

Uttar Pradesh

For the purpose of the above mentioned

in respect of the company

transfer of the shares and immovable properties of the company, both present and future, approved by the Board in their meeting held on Friday, 7th February, 2014 for creation of approval by way of postal ballot pursuant to section 180 (1) (f) of the Companies Act, 2013. Please find enclosed herewith the 3 copies of the notices to the shareholders seeking their

Details

Shareholder Resolution by way of postal ballot

Kindly return Mr. Maheshwari

Manager, Accounts

Bank of India

Bank - Kumaon Complex

Exchange Plaza

National Stock Exchange of India Limited

Ref: DW/MS/2014/S-61

February 7, 2014

E-mail: info@dwarkesh.com Website: www.dwarkesh.com

Comp. Off: 221, Main Road, Meerut - 221 001, Dist. Meerut (U.P.) India. Tel: 2204 7288 Fax: 2204 7288

DWARIKESH SUGAR INDUSTRIES LIMITED





Dwarikesh Sugar Industries Ltd.

Dwarikesh Nagar - 246 672, District: Bijnor, Uttar Pradesh

Dear Shareholders,

POSTAL BALLOT

Notice pursuant to section 192A of the Companies Act, 1956

Pursuant to section 192A of the Companies Act, 1956 and the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 approval of shareholders for the matters set out hereunder is required to be obtained by the means of a Postal Ballot. Accordingly, we give hereunder the draft resolution to be confirmed by means of special resolution and the explanatory statement in respect thereof for your consideration and approval through postal ballot. A postal ballot form is enclosed for this purpose.

I. CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS.

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 180(1)(a) 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 mortgage, hypothecate, pledge, charge or otherwise encumber, from time to time, all present and future, movable or immovable properties of the Company and/ or whole of the undertakings of Company, wherever situated, for sum not exceeding Rs. 1,000 crores, in favours of financial institutions, Banks, body corporate or any other lender to secure fund based and/ or non fund based facilities including term loan and working capital assistance obtained/to be obtained by the Company subject to the limits approved under section 180(1) (a) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s) and Trustee(s) /Trustee(s).

Resolved further that the Board of Directors of the Company be and is hereby authorized to execute such agreements, papers, deeds, and other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the aforesaid powers to any committee of Directors 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."

By order of the Board Of Directors
For Dwarikesh Sugar Industries Limited

B. J. Maheshwari
Whole Time Director & CS cum CCO

Place: New Delhi

Date: February 7, 2014.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 192A OF THE COMPANIES ACT 2013, & COMPANIES ACT 1956.

Item No.1.

Company being in sugar industry, which is a capital intensive sector, requires from time to time to further borrow money from one or more bank, financial institution, body corporate, firms and persons. For borrowing money from bank, financial institution, body corporate, firms and persons, the Company would be required to create security in favour of the lenders for a principal sum not exceeding Rs. 1,000 crore by creating charge on its present and future assets and properties. Consent of the members under section 180(1)(a) of the Companies Act, 2013 is also sought to authorize the Board to create charge on the properties of the Company in favour of lenders.

The Directors recommend and place before you the proposed resolution for your consideration and approval.

None of the Directors, Key Managerial Personnel and relatives of directors and Key Managerial Personnel may be deemed to be interested in the proposed resolution except to the extent to their respective shareholding, individually and/ or their relatives.

The Company has appointed Mr. D. P. Agarwal, Chartered Accountant, as a Scrutinizer for the postal ballot process.

You are requested to read carefully the instructions printed on the enclosed postal ballot form and return the Ballot Form duly completed in the attached self addressed envelope so as to reach the Scrutinizer not later than the close of business hours on Thursday, March 20, 2014. The postage on the envelope will be paid by the Company.

The Scrutinizer will submit his report addressed to the Board of Directors of the Company to the Chairman after the completion of the scrutinizing in a fair and transparent manner and the result of the postal ballot will be announced and will be displayed on a notice board at the Registered Office of the Company on Friday, March 21, 2014.

You are requested to communicate your assent or dissent to the proposal in the postal ballot form sent herewith in accordance with instructions set out thereon.

Regd. Office:

Dawrikesh Nagar – 246 672

District: Bijnor, Uttar Pradesh

Date: February 7, 2014

By Order of the Board

B. J. Maheshwari

Whole Time Director & CS cum CCO



Dwarikesh Sugar Industries Ltd.

Dwarikesh Nagar – 246 672, District: Bijnor, Uttar Pradesh

POSTAL BALLOT FORM

1. Name & address of Shareholder :

2. Name(s) of the Joint holder(s) :

3. Registered Folio No./
DP-ID No./Client ID No.*
(*Applicable to Investors holding
Equity Shares in demat form)

4. No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 7, 2014 of the Company by sending my/our assent or dissent to the said resolution by placing (✓) at the appropriate box below.

Item No.	Description	No. of Equity Shares	I/We assent to the resolution	I/We dissent to the resolution
1	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 as given in the above referred Notice			

(Signature of the Shareholder)

Place:

Date:

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

(*In case of authorised representative of the body corporate, certified true copy of the relevant authorization i.e. Board Resolution, Power of Attorney should be sent along with postal ballot form)

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User Id	Password

Note: for e-voting, please refer to the instructions under "E-Voting Facility" in the Notice attached herewith. Last date for receipt of postal ballot form by the scrutinizer: 20/03/2014



Dwarikesh Sugar Industries Ltd.

Dwarikesh Nagar – 246 672, District: Bijnor, Uttar Pradesh

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INSTRUCTIONS

INSTRUCTIONS TO THE MEMBERS OPTING FOR VOTING IN PAPER MODE (IS/No.1 to 11)

1. Company is providing voting by postal ballot only. A member desirous to exercise vote by postal ballot may complete the postal ballot form and send it to the Scrutinizer in the enclosed self addressed business reply envelope. Postage will be paid by the company. However, envelopes having postal ballot, if deposited prematurely or through courier at the expense of the member will also be accepted. Company also offers e-voting facility. Kindly see instructions 12 to 15 for details of e-voting.
2. The attached self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company. This form should be completed and signed by the member as per the specimen signature registered with the company. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the most named member. Unopened Postal Ballot Form will be rejected.
3. If a postal ballot form has been signed by the authorized representative of a body corporate, a certified true copy of relevant resolution of the body corporate authorizing the representative to exercise the postal ballot form in case of the body corporate may also sign the form through an attorney appointed specifically for this purpose and in such case an attested copy of power of attorney should be accompanied with the postal ballot form.
4. Member need not use all the votes nor the needs to cast all the votes in the same way.
5. All completed Postal Ballot Forms should reach the Scrutinizer not later than the date of voting hours on Thursday, March 20, 2014.
6. Postal Ballot Forms received after the date will be strictly treated as if they have not been received.
7. Member may request for duplicate postal ballot form, if so required. However, the duly used or duplicate postal ballot form should reach the Scrutinizer not later than the date of voting hours on Thursday, March 20, 2014.
8. Voting rights shall be reckoned on the total up value of the equity shares registered in the name of the shareholders on the date of despatch of the Postal Ballot Form on the stock exchange on Thursday, March 20, 2014.
9. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self addressed envelope as the envelope will be sent to the Scrutinizer and in any extraneous paper found in the envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
11. The results of the postal ballot will be announced at the registered office of the company as mentioned in the Notice. The results thereafter will be published in newspapers and communicated to the Stock Exchanges for the information of the members. The results of the postal ballot will also be posted on company's website - www.dwarkesh.com.

INSTRUCTIONS TO THE MEMBERS OPTING FOR E-VOTING (IS/No.12 to 15)

12. Company is pleased to offer E-voting facility as an option for its members to enable them to cast their votes electronically instead of depositing postal ballot form by post. For exercising e-voting facility, the User ID and password are provided in the postal ballot form and the detailed procedure is provided below.
13. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
14. Now click on "Shareholder" to cast your vote.
15. Now select the Electronic Voting Sequence Number - "EVSN" (through "Demat/Shareholder" link) from the drop down menu and click on "SUBMIT".
16. Now, fill up the following details in the appropriate boxes.

User ID	For Members holding shares in Demat Form: a) For NSDL - 8 Character DP ID followed by a 8 Digit Client ID b) For CDSL - 18 digit Beneficiary ID For Members holding shares in Physical Form: - Field Number registered with the Company
Password	Your Client Password is printed on the Postal Ballot Form
Pin	Enter your 10 digit alphanumeric PIN

Members who have not updated their PIN with the Company / Depository Participant are requested to use default number "DEFAULT NUMBER" in the PIN field or use physical Postal Ballot Form for voting.

17. After entering these details appropriately, click on "SUBMIT".
18. Members holding shares in Physical form will reach directly to the voting screen.
19. 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 atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that the password can be used by the Demat holder for voting for a resolution 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 also internet card to keep your password confidential.
20. You can also update your mobile number and e-mail ID in the user profile details of the form which may be used for sending communication regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
21. If you are holding shares in Demat form and had logged on to www.evotingindia.com and created your user within EVSN any company, then your existing login ID and password are to be used.
22. For Members holding shares in Physical form, the password and default number can be used only for voting on the resolutions contained in the Postal Ballot Form.
23. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represent number of equity shares under "ESNO" or alternatively you may provide any number in YES and partially in NO, but the total number in YES and NO should together should not exceed your total shareholding.
24. Click on the Resolution, the link you wish to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to alter selecting the resolution, you are directed to vote on, click on "CANCEL" and accordingly modify your vote.
25. After entering the resolution, you are directed to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to alter your vote, click on "OK". Also to change your vote, click on "CANCEL" and accordingly modify your vote.
26. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
27. Traditional members (i.e. other than shareholders, i.e. NSDL, CDSL etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, duly signed and stamped specimen of the duly authorized representative, who as authorizes to vote, to the Scrutinizer through email at dissemination@dwarkesh.com with a copy marked to "e-voting@dwarkesh.com". The scanned image of the Board Resolution should be in the email format "Demat/Shareholder" (Shareholder Name) Limited, EVSN".
28. The date of commencement of e-voting is Wednesday, February 19, 2014 and last date for a voting is Thursday, March 20, 2014. The voting module will be disabled thereafter by CDSL.
29. Members have option to vote either through e-voting or through Postal Ballot Form. If a member has opted for e-voting, then ballot should not be used by Postal Ballot Form and vice-versa. However, in case members cast their vote both the physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.
30. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdscindia.com.

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15. Now select the Electronic Voting Sequence Number - "EVSN" (through "Demat/Shareholder" link) from the drop down menu and click on "SUBMIT".
16. Now, fill up the following details in the appropriate boxes.

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