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

PGP GROUP

DSCL/E-voting/2014-15

September 29, 2015

The Stock Exchange, Mumbai
Corporate Relationship Department,
First Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai 400 001.

Email ID : corp.relations@bseindia.com

Mr Hari – Vice President
National Stock Exchange Limited
Exchange Plaza, 5th Floor
Plot No.C/1 G Block, Bandra – Kurla Complex
Bandra East, Mumbai 400 051

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Email – corp.relations@bseindia.com

Sub: Declaration of Results of the Voting on Resolutions set out in the Notice of 28th Annual General Meeting held on 28th September, 2015

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 28th Annual General Meeting (AGM) of the Company was convened on 28th September, 2015 at the Narada Gana Sabha, No.314 TTK Road, Alwarpet, Chennai – 600 018 at 10:20 A.M. to seek the approval of members of the Company on the resolutions set out in the Notice.

Further, Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically and also by physical ballot on aforesaid resolutions and had appointed Mr M Damodaran & Associates, Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the e-voting and the physical ballot.

Accordingly, the Chairman has declared that all 10 (Ten) resolutions as set out in the Notice of the 28th AGM of the Company have been passed with requisite majority by the Members of the Company. Further, the Company has made necessary disclosures on the website of the Company.

A copy of the scrutinizers' report and the chairman's declaration of results are sent herewith as required by Rule 20 the Companies (Management & Administration) Rule 2014 as amended.

Kindly take the above on record.

Thanking you,

Yours faithfully
For Dharani Sugars and Chemicals Limited

E P Sakthivel
Company Secretary

Encl.: as above

Dharani Nagar, Vasudevanallur,
Tirunelveli District - 627 760
Ph : (04636) 241370/371/372
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Kalayanallur Village,
Pallangacherry Post, Kallakurichi Via,
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New No.6, Old No.12,
Appavoo Gramani 1st Street,
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M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries

IAF

ISO 9001:2008

M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E VOTING AND INSTA POLL)

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and

Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 28th Annual General Meeting of the Equity Shareholders of **Dharani Sugars and Chemicals Limited** held on the **28th September, 2015** at 10.20 AM, Sathguru Gnanananda Hall, Narada Gana Sabha, New No.314 TTK Road, Alwarpet, Chennai 600 018.

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramni 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **Dharani Sugars and Chemicals Limited** (the company) for the purpose of:

(i) Scrutinizing the e-voting process (remote e-voting) under the provisions of section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and

(ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 28th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on **28th September, 2015** at 10.20 AM, Sathguru Gnanananda Hall, Narada Gana Sabha, New No.314 TTK Road, Alwarpet, Chennai 600 018.

2. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the 28th AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the voted cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL (Central Depository Services Limited) engaged by the company to provide e-voting facilities for voting through electronic means.

3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e by remote e voting and Poll by way of Ballot papers at the AGM as under:

DHARANI SUGARS AND CHEMICALS LIMITED E VOTING & INSTA POLL REPORT

Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ballots	Votes	Percentage	Ballots	Votes	Percentage	Ballots	Votes	Percentage
Item No. 1: To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statements for the year ended on that date and consider the	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-

reports of the Directors and Auditors. **(As an Ordinary resolution)**											
Item No. 2: To appoint a Director in place of Mr A Sennimalai, (holding DIN 00062791) who retires by rotation and being eligible offers himself for reappointment. **(As an Ordinary resolution)**	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-
Item No. 3: To reappoint Srinivasan & Shankar, Chartered Accountants, Chennai (Registration number 005093S as Statutory Auditors of the Company to hold office for a period of 2 years from the conclusion of this meeting until the conclusion of the 30th Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee or Board of Directors in	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-

consultation with the Auditors. **(As an Ordinary resolution)**											
Item No. 4: Payment of remuneration to Dr Palani G Periasamy, Executive Chairman of Rs. 24 Lakhs and Mr M Ramalingam, Managing Director of Rs.27.60 lakhs during the period 2014-15. **(As a Special resolution)**	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-
Item No. 5: Approval for issue of securities u/s 42, 62(1)(c) of the Companies act, 2013. **(As a Special resolution)**	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-
Item No. 6: To obtain approval u/s 180(1)© of the Companies Act, 2013 for the borrowing limit not exceeding Rs.1000 crores. **(As a Special resolution)**	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	-	-	-	1	50	0.01	-	-	-

	TOTAL	47	46	16817882	99.99	1	50	0.01	-	-	-
Item No.7: To appoint Mrs Visalakshi Periasamy (DIN 00064517), as a director of the company whose office shall be liable to determination by retirement of directors by rotation. **(As an Ordinary resolution)**	E VOTING	46	46	16817882	99.99		-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-
Item No.8: To appoint Mr. P Selvam IAS (Retd) (DIN 01351493), as an Independent Director of the Company to hold office for a term of five consecutive years from 28.09.2015 to 27.09.2020. **(As an Ordinary resolution)**	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-

	TOTAL	47	47	16817932	100	-	-	-	-	-	-
Item No.9: To appoint Dr S Muthu (DIN 03331664), as an Independent Director of the Company to hold office for a term of five consecutive years from 28.09.2015 to 27.09.2020. **(As an Ordinary resolution)**	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-
Item No.10: The payment of a sum not exceeding Rs 1,50,000/- as remuneration to Mr V Srinivasan, Cost Accountant (FRN No.102019) (Membership No.1248), for purpose of such audit, as approved by the Board of Directors on the recommendations of the Audit Committee for conducting the audit of cost records of the Company, for the financial	E VOTING	46	46	16817882	99.99	-	-	-	-	-	-
	INSTA POLL	1	1	50	0.01	-	-	-	-	-	-
	TOTAL	47	47	16817932	100	-	-	-	-	-	-

year 2015-16 plus reimbursement of travel and out of pocket expenses incurred for the purpose of such audit. **(As an Ordinary resolution)**											

4. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

for Dharani Sugars and Chemicals Limited

Dr Palani G Periasamy
Executive Chairman

M.Damodaran
Practicing Company Secretary
Membership No. 5837

Place: Chennai
Date: 29.09.2015

Dharani Sugars and Chemicals Limited

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

DECLARATION

Based on the report dated 29th September 2015 of the Scrutinizers Mr M Damodaran & Associates, Practising Company Secretary, Chennai. I hereby declare the results of voting by the equity shareholders at the Annual General Meeting held on 28th September 2015 as follows.

Sl.No	Resolutions	% Votes in favour	Results
01	To adopt Audited Statement of Profit and Loss for the year ended 31st March 2015 and Balance Sheet.	100	Passed unanimously
02	To re – appoint Mr A Sennimalai as Director	100	Passed unanimously
03	To Appoint M/s Srinivasan & Shanker, Chartered Accountants as Statutory Auditors and fix their remuneration.	100	Passed unanimously
04	To approve payment of Remuneration to Dr Palani G Periasamy Executive Chairman & Mr M Ramalingam, Managing Director	100	Passed unanimously
05	To approve the Preferential allotment of Equity Shares	100	Passed unanimously
06	To approve the increase in Borrowing Powers	99.99	Passed with requisite Majority
07	To appoint a Director – Mrs Visalakshi Periasamy	100	Passed unanimously
08	To appoint an Independent Director – Mr P Selvam	100	Passed unanimously
09	To appoint an Independent Director – Dr S Muthu	100	Passed unanimously
10	To approve the remuneration to Cost Auditor – Mr V Sirnivasan	100	Passed unanimously

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

Dr Palani G Periasamy
Chairman of the Board of Directors &
Chairman of the Annual General Meeting

Place: Chennai
Date : 29.09.2015