Dharani Sugars and Chemicals Limited

Regd. Office : "PGP HOUSE", (Old No.57) New No.59, 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/AGM/Stock Exchange/2017

September 25, 2017

The Authorised Signatory. **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No. C/1G Block, Bandra – Kurla Complex, Bandra East, Mumbai – 400 051	**Bombay Stock Exchange Limited** **Corporate Relationship Dept** 1st Floor New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001

Dear Sir,

Sub: Disclosure as per Regulation No. 30 & Regulation No. 34

In accordance with regulation No. 30, Schedule (III) Item A (10), a report on the proceedings of the Annual General Meeting is given below:

1) The Annual General Meeting of shareholders of the company was held on Monday, 25th September 2017 at 10.20 A.M., at Sathguru Gnananda, Mini Hall, Narada Gana Sabha, No. 314, T. T.K Road, Alwarpet, Chennai – 600 018. 47 No. of shareholders (Promoters & Promoters Group – 13 Nos + Public –Non Institutions – 34 Nos.) present in person and there was no proxy. Required quorum was present. Dr. Palani G Periasamy was the Chairman of the Meeting. The chairmen of the Audit Committee, Nomination & Remuneration Committee & Stake Holders & Relationship Committee were present, along with the Statutory Auditors and Secretarial Auditors.

2) The following 3 ordinary resolutions and 6 special resolutions were considered at the meeting.

ORDINARY BUSINESS	
1	To adopt the Financial Statements for the year ended 31st March 2017.
2	To Appoint – Mr A Sennimalai as Director
3	To Appoint a new Statutory Auditor M/s CNGSN & Associates, LLP., Chartered Accountants as Statutory Auditors.
SPECIAL BUSINESS	
4	Appointment of Dr V R S Sampath as Independent Director
5	Appointment of Mr. R.K. Viswanathan as Independent Director
6	Re-appointment of Mr. M. Ramalingam, as Managing Director
7	Remuneration to Dr Palani G Periasamy, as Executive Chairman
8	Remuneration to Mr M Ramalingam, Managing Director
9	Remuneration to Cost Auditor for the year 2016-17 & 2017-18

Dharani Nagar, Vasudevanallur,
Tirunelveli District - 627 760
Ph : (04636) 241370/371/372
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Ph : (04181) 223161, 223162, 223170
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PGP GROUP

Before the resolutions were put up for voting Chairman briefly explained the nature of resolution and the background to them.

a) As provided in the Companies Act 2013, and in compliance with SEBI directives through the Listing Obligations Disclosure Regulations, the Company had made necessary arrangements thro CDSL to enable the members to exercise the right to vote on the resolutions through Electronic Voting.

b) In addition polling was also held and the shareholders were provided the ballot paper for exercising their votes.

   M/s. Damodaran & Associates, practicing Company secretaries who were appointed as Scrutinizers, submitted their report of the E-voting along with the Poll result.

   This report was received on 25th September 2017. Thereafter the results were declared and also placed on the website of the company.

They were also sent to the Stock Exchange. All the 9 resolutions were declared passed.

The Annual Report duly approved in the Annual General Meeting is also sent herewith, as required by Regulation 34 of the Listing Obligations Disclosure Regulations.

Thanking you,

Yours faithfully,

For **Dharani Sugars and Chemicals Limited**

E P Sakthivel
Company Secretary

Enc.: as above

Dharani Nagar, Vasudevanallur,
Tirunelveli District - 627 760
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DECLARATION

Based on the report dated 25th September 2017 of the Scrutinizers Mr M Damodaran & Associates, Practising Company Secretary, Chennai. I, E P Sakthivel, Company Secretary and duly authorised by Chairman on this behalf do hereby declare the results of voting by the equity shareholders at the Annual General Meeting held on 25th September 2017 as follows.

Sl.No	Resolutions	% Votes in favour	Results
Ordinary Resolutions			
01	To adopt the Financial Statements for the year ended 31st March 2017.	99.99	Passed with majority
02	To Appoint – Mr A Sennimalai as Director	99.99	Passed with majority
03	To Appoint a new Statutory Auditor M/s CNGSN & Associates, LLP., Chartered Accountants as Statutory Auditors	99.99	Passed with majority
Special Resolutions			
04	Appointment of Dr V R S Sampath as Independent Director	99.99	Passed with majority
05	Appointment of Mr. R.K. Viswanathan as Independent Director	99.99	Passed with majority
06	Re-appointment of Mr. M. Ramalingam, as Managing Director	99.99	Passed with majority
07	Remuneration to Dr Palani G Periasamy, as Executive Chairman	99.99	Passed with majority
08	Remuneration to Mr M Ramalingam, Managing Director	99.99	Passed with majority
09	Remuneration to Cost Auditor for the year 2016-17 & 2017-18	99.99	Passed with majority

for Dharani Sugars and Chemicals Limited

E P Sakthivel
Company Secretary
Duly authorised by Chairman to declare the results

Place: Chennai
Date : 25.09.2017

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in

M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries

ISO 9001:2008

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

CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E-VOTING & INSTA POLL)

Form No MGT - 13

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of the SEBI LODR, Regulations 2015]

To,

The **Chairman** of 30th Annual General Meeting of the Equity Shareholders of M/s DHARANI SUGARS AND CHEMICALS LIMITED (CIN: L15421TN1987PLC014454) held on Monday, 25th September, 2017 at 10.20 AM at Satguru Gnanananda Mini Hall, Narada Gana Sabha, New No.314 TTK Road, Alwarpet, Chennai-600018.

Dear Sir,

1. I, M.Damodaran,Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of M/s 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 the provisions of Regulation 44 of the SEBI LODR, Regulations 2015.

(ii) Poll through Ballot Paper (Insta Poll) 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 30th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held 25th September, 2017 at 10.20 AM at Sathguru Gnanananda Mini Hall, Narada Gana Sabha, New No.314 TTK Road, Alwarpet, Chennai-600018.

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 Ballot Paper (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 30th 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 Insta Poll at AGM) is restricted to making a consolidated scrutinizer's report of the vote 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), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.

M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries
ISO 9001:2008

Results of E-Voting and Insta Poll of M/s DHARANI SUGARS AND CHEMICALS LIMITED

Item No: 1 Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors etc., as on 31st March 2017.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	43	43	20581768	100	0	0	0	100
Total	47	45	20582088	**99.99**	2	700	0.01	100

Item No: 2 Re-appointment of Mr. A. SENNIMALAI (DIN 00062791) as Director, who retires by rotation.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Item No: 3 Appointment of Mr. Chinnasamy Ganesan from CNGSN & Associates LLP, firm of Chartered Accountants, Chennai (Registration number 027501) as the statutory auditors of the Company for a period of 5 years.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total . % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Item No: 4 Appointment of Dr V R S Sampath(DIN 00804839) as Independent Director for a term of 5 consecutive years from 25.09.2017 to 24.09.2022.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Item No: 5 Appointment of Mr. R K Viswanathan (DIN 00047420) as Independent Director for a term of 5 consecutive years from 25.09.2017 to 24.09.2022.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Item No: 6 Re-appointment of Mr M Ramalingam, as Managing Director for a further period of 5 years from 01.04.2017 to 31.03.2022.

Passed as Special Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Item No: 7 Payment of Remuneration to Dr.Palani.G.Periasamy, as Executive Chairman for the year 2016-17 and for a period not exceeding 3 years from the year 2016-17.

Passed as Special Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Item No: 8 Payment of Remuneration to Mr M Ramalingam, Managing Director for the year 2016-17 and for a period not exceeding 3 years from the year 2016-17.

Passed as Special Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Item No: 9 Payment of Remuneration to Cost Auditor for the year 2016-17 & 2017-18.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	4	2	320	31.37	2	700	68.63	100
E-Voting	42	42	20581724	100	0	0	0	100
Total	46	44	20582044	**99.99**	2	700	0.01	100

Note: There were no invalid votes casted in the above said Resolutions.

3. 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,

M.Damodaran & Associates
Practicing Company Secretary
C.P No: 5081

Place: Chennai
Date: 25.09.2017