

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]


To,
The Chairman
Dhampur Sugar Mills Limited
Dhampur, District Bijnor,
Uttar Pradesh-246761

Reg: 80th Annual General Meeting of the Equity Shareholders of DHAMPUR SUGAR MILLS LIMITED held on Friday, 11th day of September, 2015 at 2:00 P.M. at the Registered Office of the Company at Sugar Mill Compound, Dhampur, District Bijnor (U.P.)

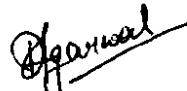
I, **Saket Sharma**, Partner-GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting and voting at the Annual General Meeting on resolutions contained in the Notice dated 8th August, 2015 for Annual General Meeting of the Equity Shareholders of Dhampur Sugar Mills Limited (hereinafter referred to as the Company), held on 11th day of September, 2015 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, District Bijnor (U.P.), submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 4th September, 2015 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1 to 4 And Special Business being Item Nos. 5 to 13 as set out in the Notice of 80th AGM of the Company).
- (ii) The remote e-voting period remained open from 8th September, 2015 (09:00 A.M.) upto 10th September, 2015 (05:00 P.M.). Further, the company provided the facility of voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.
- (iii) The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence.





Signature:

Name: Ms. Khushboo Gupta
Address: F-11, Shanti Nagar, Kanpur.


Signature:

Name: Ms. Deepali Agarwal
Address: 128/58 H-2 Block, Kidwai
Nagar, Kanpur.

- (iv) The votes cast by remote e-voting were unblocked on 11th September, 2015 at around 4:00 p.m. in presence of 2 witnesses, Ms. Khushboo Gupta & Ms. Deepali Agarwal, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.


Signature:

Name: Ms. Khushboo Gupta
Address: F-11, Shanti Nagar, Kanpur.


Signature:

Name: Ms. Deepali Agarwal
Address: 128/58 H-2 Block, Kidwai
Nagar, Kanpur.

Below is provided the consolidated summary of results of remote e-voting and voting at annual general meeting through poll:

ORDINARY BUSINESS

Item No. 1:-

To receive, consider and adopt the Balance Sheet as at 31st March, 2015 and the Profit & Loss Account of the company for the period ended on 31st March, 2015 together with Board Report and Auditors' Report thereon.

Method of voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote voting	E-	21157477	2500	0	-
By Poll		11278310	0	0	-
Total		32435787	2500	0	99.99



Item No. 2:-

To appoint a director in place of Shri Vijay Kumar Goel, who retires by rotation and being eligible offers himself for re-appointment.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote E-voting	20731909	2602	0	-
By Poll	11278310	0	0	-
Total	32010219	2602	0	99.99

Item No. 3:-

To appoint a director in place of Shri Ashok Kumar Goel, who retires by rotation and being eligible offers himself for re-appointment.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote E-voting	20859375	2602	298000	-
By Poll	11278310	0	0	-
Total	32137685	2602	298000	99.99

Item No. 4:-

To re-appoint M/s Mittal Gupta & Company, Chartered Accountants, Kanpur, as Statutory Auditors of the Company for the financial year 2015-16 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote E-voting	21157376	2600	0	-
By Poll	11278310	0	0	-
Total	32435686	2600	0	99.99



SPECIAL BUSINESS

Item No. 5:-

To re-appoint M/s S.S. Kothari Mehta & Co., Chartered Accountants, as Branch Auditors of Meerganj Unit and Rajpura unit of the Company for the financial year 2015-16 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting.

Method of voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote voting	E-	21157377	2600	0	-
By Poll		11278310	0	0	-
Total		32435687	2600	0	99.99

Item No. 6:-

Payment of Remuneration to the Cost Auditor for the Financial Year 2015-16.

Method of voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote voting	E-	21157375	2602	0	-
By Poll		11278310	0	0	-
Total		32435685	2602	0	99.99

Item No. 7:-

Appointment of Ms. Nandita Chaturvedi as Independent Director.

Method of voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote voting	E-	21157325	2652	0	-
By Poll		11278310	0	0	-
Total		32435635	2652	0	99.99



Item No. 8:-

Invitation and Acceptance of Fixed Deposits from the Members and Public.

Method of voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote voting	E-	21157477	2500	0	-
By Poll		11278310	0	0	-
Total		32435787	2500	0	99.99

Item No. 9:-

Re-appointment of Shri Vijay Kumar Goel as Chairman and Executive Director of the Company and fix his remuneration.

Method of voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote voting	E-	20731911	2600	0	-
By Poll		11278310	0	0	-
Total		32010221	2600	0	99.99

Item No. 10:-

Re-appointment of Shri Ashok Kumar Goel as Vice Chairman and Executive Director of the Company and fix his remuneration.

Method of voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote voting	E-	20859374	2602	298000	-
By Poll		11278310	0	0	-
Total		32137684	2602	298000	99.99



Item No. 11:-

Re-appointment of Shri Gaurav Goel as Managing Director of the Company and fix his remuneration.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote E-voting	17695996	2602	3461379	-
By Poll	11278310	0	0	-
Total	28974306	2602	3461379	99.99

Item No. 12:-

Re-appointment of Shri Gautam Goel as Managing Director of the Company and fix his remuneration.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote E-voting	17665036	2602	3492339	-
By Poll	11278310	0	0	-
Total	28943346	2602	3492339	99.99

Item No. 13:-

Borrowing powers of the Company.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Percentage of Total valid votes cast
Remote E-voting	21157336	2600	0	-
By Poll	11278310	0	0	-
Total	32435646	2600	0	99.99



I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You,

Yours' Faithfully

**For GSK & Associates,
Company Secretaries**



Saket Sharma

**Saket Sharma
(Partner)**

M. No.: F4229

C. P. No.: 2565

Date: 12.09.2015

Place: Kanpur