

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt. Tiruchirapalli, Tamil Nadu)

Phone No. 04329-235132 Fax No. 04329-235111

CIN L26942TN1951PLC000640 Website: www.dalmiasugar.com

NOTICE

NOTICE is hereby given that the Sixty Third Annual General Meeting of the Members of the Company will be held in the Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on Monday, the 24th August, 2015 at 11.30 a.m. to transact the following business:

1. To consider and adopt the(a) audited Standalone Financial Statements for the year ended 31st March, 2015, and the Reports of the Directors and Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended 31st March, 2015 and the Report of the Auditor thereon.
2. To appoint a Director in place of Shri B.B. Mehta, who retires by rotation and is eligible for re-appointment.
3. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:-

“ **RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 read with the applicable rules, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, Delhi (Firm Regn No. 000756N) be and are hereby appointed as the Statutory Auditors of the Company for a term of one year to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration of ₹ 7,20,000/- for the conduct of the audit besides service tax and reimbursement of travelling and other out of pocket expenses incurred by them for the purpose of audit.”

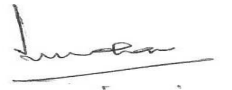
AS SPECIAL BUSINESS

4. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:-

“ **RESOLVED THAT** pursuant to the provisions of section 148 of the Companies Act, 2013, the remuneration of M/s. HMVN & Associates, Cost Accountants., appointed by the Board on the recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the Cost Audit of the Company's cost records, etc. for the financial year ending on 31st March, 2016, at ₹ 3,00,000/-besides service tax as may be applicable and reimbursement of travelling and other out of pocket expenses incurred by them for the purposes of conduct of such cost audit be and is hereby ratified and approved.”
5. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:-

“ **RESOLVED THAT** Smt. Himmi Gupta (DIN: 07134360) , who was appointed as an additional Director and holds office till the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose office is liable to be determined by retirement by rotation.”

By Order of the Board



K V Mohan

Company Secretary

Place: New Delhi.

Dated: 14-5-2015

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote, on a poll, in his/her stead. Proxy form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The Register of Members of the Company will remain closed from 19th August, 2015 to 24th August, 2015 (both days inclusive).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
4. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.
5. In view of the "Green Initiative in Corporate Governance" introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 21-04-2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail ids and consents to receive the future notices and annual reports by e-mail, so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc., through e-mails., i.e., in electronic mode instead of sending physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with Depository Participants (DPs), are requested to register/update their e-mail IDs with their respective DPs.
6. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/DPs for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
7. Electronic copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of remote voting along with Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Proxy Form is being sent in the permitted mode.
8. The Company has made arrangements with M/s Karvy Computershare Private Limited for providing remote voting facility through electronic means the details of which are mentioned on the reverse of the covering letter.
9. All documents referred to in the accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 2:

Shri B.B.Mehtais a Non-executive Director of the Company. Shri B.B. Mehta was re-appointed as a Director of the Company in the Annual General Meeting held on 24th August, 2013. He is a fellow member of Institute of Chartered Accountants of India. He is a Director in 9 other Public Limited Companies namely Sri Swaminatha Mines & Minerals Limited, Dalmia Power Limited, Shri Radha Krishna Brokers & Holdings Limited, Arjuna Brokers & Minerals Limited, Sri Subramanya Mines & Minerals Limited, Sri Shanmugha Mines & Minerals Limited, DCB Power Ventures Limited, Dalmia Sugar Ventures Limited and Dalmia Solar Power Limited.

As per provisions of section 152(6) of the Companies Act, 2013, Shri B.B. Mehta being the director longest in office is liable to retire by rotation at the ensuing Annual General Meeting.

The Company has also received requisite intimation from him in terms of section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being re-appointed as a Director of the Company in Form DIR -8.

The aforesaid declarations are available for inspection of members.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Except Shri B.B. Mehta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 2.

Item No. 3:

In terms of the third proviso to Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies (Audit & Auditors) Rules, 2014 the retiring Auditors, M/s. S.S. Kothari Mehta & Co., Chartered Accountants having completed their ten years term have been reappointed for a term of one year as provided therein. The members are to approve such reappointment and fix the remuneration stated in terms of the Resolution aforesaid.

The Directors recommend the Resolution being passed for a period of one year.

None of the Directors or Key Managerial Personnel are interested or concerned in the resolution set out at item No. 3.

Item No. 4:

In terms of Section 148 of the Companies Act, 2013, the Board of Directors of the Company has, on the recommendations of the Audit Committee, appointed M/s. HVMN & Associates, Cost Accountants, as the Cost Auditors of the Company to audit the cost records maintained by the Company in respect of its sugar manufacturing activity and Power Generation.

The remuneration of ₹ 3,00,000/- besides service tax and reimbursement of travelling and other out of pocket expenses fixed by the Board of Directors as being the fees payable to the Cost Auditor for conducting the Cost Audit requires to be approved by the members in terms of Section 148(3) of the Companies Act, 2013.

The consent given by M/s. HVMN & Associates to the effect that they are eligible to be appointed as the Cost Auditors of the Company is available for inspection of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

The Board of Directors had appointed Smt. Himmi Gupta as an Additional Director of the Company in the meeting held on 26-03-2015. The term of office of Smt. Himmi Gupta expires at ensuing Annual General Meeting of the Company. Smt Himmi Gupta is a Non-executive Director of the Company. She is a post graduate from Fore School of Management; New Delhi and has a rich experience of handling Investor relations and grievances. She does not hold directorship in any other Company.

The Company has also received requisite intimation from her in terms of section 164(2) of the Companies Act, 2013 to the effect that she is not disqualified from being re-appointed as a Director of the Company in Form DIR - 8.

The Company has received a notice from a member, alongwith the requisite deposit of ₹ 1,00,000/-, for appointment of Smt. Himmi Gupta as a candidate for the office of Director of the Company.

The aforesaid declarations and notice is available for inspection of members.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Except Smt. Himmi Gupta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 5.

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FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

Name of the Member:

Registered Address:

E-Mail ID:

Folio No./Client ID:

DP ID:

I/We.....of..... being member(s)
of Dalmia Bharat Sugar and Industries Limited, holdingshares of the abovementioned
Company, hereby appoint

1. Name:

Address:

E-Mail ID:

Signature:

or failing him

2. Name:

Address:

E-Mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, the 24th day of August, 2015 at 11.30 a.m. at Community Centre Premises at Dalmiapuram, District Tiruchirapalli, Tamil Nadu-621651 and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*
No. 1	
No. 2	
No. 3	
No. 4	
No. 5	

Signed this..... day of, 2015

Signature of Shareholder:

Signature of Proxy holder:

Affix One
Rupee Stamp

* Please state in this column whether 'in favour' or 'against'.

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK POST

To,

Dalmia Bharat Sugar and Industries Limited

Dalmiapuram-621 251

Dist. Tiruchirapalli

Tamil Nadu