

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

Registered Office: Dalmiapuram – 621 651, Dist. Tiruchirapalli, Tamil Nadu
Phone No. 04329-235132 Fax No. 04329-235111
CIN L26942TN1951PLC000640 Email: invhelf@dalmiasugar.com Website: www.dalmiasugar.com

NOTICE

NOTICE is hereby given that the Sixty Sixth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Dalmia Higher Secondary School Auditorium, Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on Friday, September 14, 2018 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:-

1. To consider and adopt the (a) Audited Standalone Financial Statements for the year ended March 31, 2018, and the Reports of the Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements for the year ended March 31, 2018 and the Report of the Auditors' thereon.
2. To appoint a Director in place of Smt. Himmi Gupta (DIN.07134360), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:-

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 the provisions of section 148 and other applicable provisions, if any of the Companies Act, 2013 read with the applicable rules, the remuneration of M/s R.J. Goel & Co., Cost Accountants (Firm Regn. No. 000026), appointed by the Board on the recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2019, at ₹3,30,000/- plus taxes 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.”
4. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

“ **RESOLVED THAT** pursuant to section 149, 152 read with regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015, consent of the Members of the Company be and is hereby accorded for the continuation of appointment of Shri J. S. Baijal (DIN:00049565), an Independent Director who is of more than seventy five years of age, till his remaining term of office in the Company i.e till the next Annual General Meeting to be held for financial year 2018-19.”
5. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

“ **RESOLVED THAT** pursuant to section 149, 152 read with regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015, consent of the Members of the Company be and is hereby accorded for the continuation of appointment of Shri M. Raghupathy (DIN: 00012997), an Independent Director who is of more than seventy five years of age, till his remaining term of office in the Company i.e till the next Annual General Meeting for financial year 2018 -19.”

By Order of the Board of Directors



Isha Kalra

Company Secretary

Membership No. ACS-24748

Place: New Delhi
Dated: May 28, 2018

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 AGGREGATE NOT MORE THEN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members of the Company will remain closed from September 8, 2018 to September 14, 2018 (both days inclusive).
5. Members are requested to notify immediately the change in their address, if any, to the Depository Participant (in case shares are held in Demat Form) or Registrars and Share Transfer Agents/Registered Office of the Company (in case shares are held in physical form). Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.
6. 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.
7. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities in physical form shall not be processed w.e.f. December 5, 2018. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares.
8. Electronic copy of the Annual Report for 2018 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 2018 is being sent in the permitted mode.
9. Electronic copy 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 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.
10. The Company has made arrangements with M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, for providing remote voting facility through electronic means.
11. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date, i.e., September 7, 2018.
12. Shri Harish Khurana, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the votes cast by the members through remote e-voting as well as physical ballot at the venue of the forthcoming Annual General Meeting in a fair and transparent manner.
13. 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.

14. Dalmiapuram can be reached by taking a Bus (Route No. 91 from Chattram Bus Stand, Tiruchirapalli or by any Bus going to Ariyalur or Chidambaram or Jayamkundam from the Chattram Bus Stand, Tiruchirapalli. The route map is also enclosed with this notice.
15. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Company Secretary or the Company's Registrar and Share Transfer Agent (Karvy Computershare Private Limited) for revalidation and encash them before the due date. The details of such unclaimed dividends are available on the Company's website at www.dalmiasugar.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

EXPLANATORY STATEMENT

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

Item No. 2:

Smt Himmi Gupta is a post graduate from Fore School of Management, New Delhi and has more than 16 years rich experience of handling Investor relations and Strategy. She has been a Director on Board of the Company since 2015.

She doesn't hold shares of the Company and also she is not a director in any other Company.

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

The Company has 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 aforesaid declarations are available for inspection of members. This statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Smt. Himmi Gupta, the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 2.

Item No. 3:

In order to rotate the Auditors, the Board of Directors of the Company has, on the recommendations of the Audit Committee, appointed M/s R.J. Goel & Co., Cost Accountants, in place of HMVN & Associates, as the Cost Auditors of the Company to audit the cost records maintained by the Company in respect of its sugar and allied manufacturing activities of the Company.

The remuneration of ₹ 3,30,000/- besides applicable taxes 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. R.J. Goel & Co. 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 are concerned or interested, financially or otherwise, in the resolution set out at item no. 3.

Item No. 4:

As per the SEBI notification dated May 9, 2018 amending the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, no Non-Executive Director who has attained the age of seventy five years can continue his directorship unless a special resolution is passed to that effect. The said provision is effective from April 1, 2019.

Shri J.S. Bajjal, who is of 86 years of age, was appointed as the Independent Director of the Company for a period of five years in the Annual General Meeting held on August 30, 2014. Shri J.S. Bajjal is the Chairman of the Board, CSR Committee and member of the Nomination & Remuneration Committee, Shareholders Grievance Committee, Audit Committee and Finance Committee of the Board of Directors of the Company. He is a post graduate in Economics and a retired Officer of the Indian Administrative Service and has rich experience in administrative and legal matters. The Board considers that his continued association would be of immense benefit to the Company.

He does not hold shares of the company.

He is a Director and Committee member in following Public Limited Companies:

SI. No.	Directorship in Other Companies	Committee Memberships
1.	Polylink Polymers (India) Limited	Audit Committee
2.	Polylink Polymers (India) Limited	Stakeholder's Relationship Committee
3.	Hindustan Wires Limited	Audit Committee

Shri J.S. Bajjal has given his consent to act as a Director of the Company and has given requisite declaration of independence as required under the Companies Act, 2013 besides the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution at item no. 4 for the approval by the shareholders of the Company by way of special resolution and propose that Shri J.S. Bajjal be continued as the Independent Director of the Company for his remaining term i.e. till the AGM for FY 2018-19.

The aforesaid declarations are available for inspection of members between 10.00 a.m. and 1.00 p.m. on all working days upto the date of the meeting.

Except Shri J.S. Bajjal, 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.4.

Item No. 5:

As per the SEBI notification dated May 9, 2018 amending the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, no Non-Executive director who has attained the age of seventy five years can continue his directorship unless a special resolution is passed to that effect. The said provision is effective with effect from April 1, 2019.

Shri M. Raghupathy, who is of 81 years of age, was appointed as the Independent Director of the Company for a period of five years in the Annual General Meeting held on August 30, 2014. Shri M. Raghupathy is the Chairman of Nomination and Remuneration Committee and member of the Audit Committee of the Board of Directors of the Company. He is a post graduate in Economics and a retired Officer of the Indian Administrative Service. His vast experience is very helpful and provides guidance to the Board.

He doesn't hold shares of the Company and also he is not a director in any other Company.

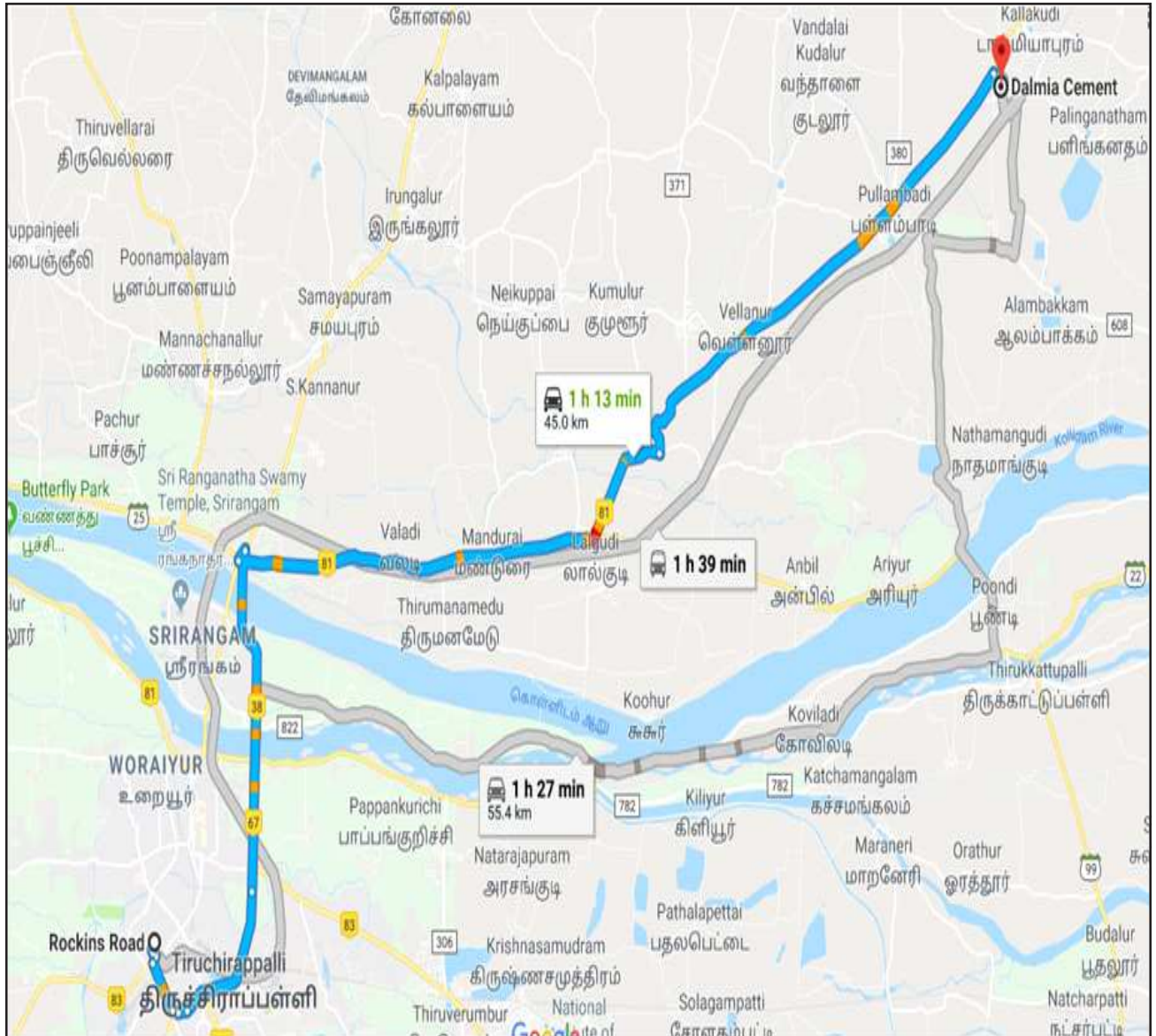
Shri M. Raghupathy has given his consent to act as a Director of the Company and has given requisite declaration of independence as required under the Companies Act, 2013 besides the disclosure in Form DIR -8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution at item no. 5 for the approval by the shareholders of the Company and propose that Shri M. Raghupathy be continued as the Independent Director of the Company for the period till the time for he was originally appointed i.e. till AGM, 2019.

The aforesaid declarations are available for inspection of members between 10.00 a.m. and 1.00 p.m. on all working days upto the date of the meeting.

Except Shri M. Raghupathy, 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.

Route Map to Annual General Meeting Venue



DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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

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

CIN L26942TN1951PLC000640 Email: invhelp@dalmiasugar.com Website: www.dalmiasugar.com

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, being member(s) of Dalmia Bharat Sugar and Industries Limited, holdingShares of the above mentioned Company, here by 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 Sixty Sixth Annual General Meeting of the Company, to be held on Friday, September 14, 2018 at 10.30 a.m. at the Registered Office of the Company at Dalmia Higher Secondary School Auditorium, Dalmiapuram - 621651, District Tiruchirapalli, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Vote*
No. 1	
No. 2	
No. 3	
No. 4	
No. 5	

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

Signed this..... day of, 2018

Affix One Rupee
Revenue Stamp

Signature of Shareholder:

Signature of Proxy holder:

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-621 651

Dist. Tiruchirapalli

Tamil Nadu