

NCLT Convened meeting of Equity Shareholders

Ms Aashima: Good morning everyone. I, Aashima Khanna, company secretary of Dalmia Bharat Sugar Industries Limited, welcome all the shareholders at the NCLT Chennai convened meeting. This meeting is being held in accordance with the NCLT Chennai order pronounced on 22nd September 2021 and notice of the meeting dated 28th September 2021 sent to all the shareholders of the company. All the shareholders holding shares of Dalmia Bharat Sugar Industries as on cut-off date, that is 4th November, are entitled to attend this meeting and vote and in view of the COVID pandemic and keeping in mind the safety and the well-being of all the shareholders and all the stakeholders, this meeting is being convened virtually as per the NCLT order and the shareholders have been provided the facility to cast their votes through e-voting facility. The company has appointed KFin Technologies Private Limited, the registrar and share transfer agents of the company to provide the VC and e-voting facility for the meeting. The remote e-voting facility was available to all the shareholders from 9 am on November 5th till 5 pm on November 9th, however, those shareholders who could not vote during this period can now vote during this meeting and 15 minutes thereafter. I would now take this opportunity to introduce the NCLT appointed Chairperson and the scrutinizer of the meeting and the management team present here with us. I would first like to welcome Mr S. Vijay Raghavan, chairperson appointed by the NCLT.

Moderator: May I request, Vijay Raghavan sir to kindly switch on his camera please, thank you, sir.

Ms Aashima: Good morning Sir and welcome. I would now like to introduce Mr S Venkateswaran, scrutinizer appointed by the NCLT.

Moderator: May I request Venkateswaran sir to kindly switch on the camera please and log off from the second device that you have logged in sir? Thank you.

Mr Venkateswaran: Namaste.

Ms Aashima: Thank you and welcome sir. Now I would like to introduce Mr Bharat Bhushan Mehta whole time Director and CEO of the company.

Mr Bharat: Good morning everyone.

Ms Aashima: Thank you. Mr Anil Kataria, CFO of the company.

Mr Anil: Good. Good morning, everybody.

Ms Aashima: Thank you. I would now request Mr S Vijay Raghavan, to please take the chair and commence the proceedings.

Mr S Vijay Raghavan: Thank you, I welcome all the shareholders for this meeting. This has been convened for the specific purpose of approving the scheme of amalgamation between Himshikhar Investment Limited and Dalmia Bharat Sugar and Industries Limited. The Himshikhar Investment Limited is a wholly-owned subsidiary of the Dalmia Bharat

Sugar and Industries Limited, and hence, this is a scheme for merger of the subsidiary with its parent company. I understand and appreciate that all the necessary steps have been taken by the company to make this meeting a success so that almost all of the shareholders could have an opportunity to participate in this session. I, now request the moderator to confirm whether the requisite quorum for the meeting is present. The requisite quorum is 200.

Moderator: Chairman Sir, as per the requirement, as you said the requisite quorum is 200. But as of now, we have a 39 attendees available. So I would request you to kindly adjourn the meeting for the next 30 minutes. Thank you, sir.

Mr S Vijay Raghavan: Since the quorum is not available, the meeting will get adjourned by 30 minutes, we will meet somewhere around 11.35. Thank you.

Moderator: Welcome back everybody, we have Chairman Sir available with us.

Mr S Vijay Raghavan: I request to you moderator to—

Moderator: Chairman Sir, I would request you to kindly switch on your camera, please.

Mr S Vijay Raghavan: I request to you moderator to—

Moderator: Chairman Sir, as of now, we have a total of 63 individuals who are currently joined in, would request to kind of switch on your video by clicking on the camera icon and start with the proceedings sir. Thank you. You can just click on the camera icon at the bottom of your screen and click on start sharing, thank you.

Mr S Vijay Raghavan: Am I audible?

Moderator: Sir, you are audible but you are not visible to us. So—

Mr S Vijay Raghavan: Am I being heard?

Moderator: Yeah, you are being heard, sir. So I would request you to kindly—

Mr S Vijay Raghavan: Am I audible?

Moderator: Yes sir. You are audible, sir. I would request you to kindly increase your volume of your laptop. Can I request from somebody from the secretarial team to kindly connect the chairman and ask him to just increase the volume of his laptop, as we are able to hear him and request him to switch on the camera as well?

Mr S Vijay Raghavan: Sir, I am able to hear you.

Moderator: Thank you, sir. So, if you can just click on the camera icon on the side of the screen and then click on just start sharing.

Mr S Vijay Raghavan: Are you starting to hear me?

Moderator: Yes sir. We are able to hear you, sir.

Mr S Vijay Raghavan: Or the moderator can speak to me or can you patch it up? I do not know, I can go to the Scrutinizer's this thing, computer and try to, I think the speaker is now making some attempts to connect.

Ms Aashima: Moderator, if, Mr Chairman is, he's audible the videos not working. So I think that would be fine.

Moderator: Yes, yes. If he can hear us, it will be perfectly fine.

Ms Aashima: Yeah.

Mr S Vijay Raghavan: I am able to hear you. Am I audible?

Ms Aashima: Yes, sir. You're audible and visible both?

Mr S Vijay Raghavan: Am I being heard?

Ms Aashima: Yes, sir.

Moderator: Somebody can just raise his thumb.

Mr S Vijay Raghavan: Am I being heard?

Moderator: Yes, sir. You are. Just raise the thumb.

Mr S Vijay Raghavan: I requested the moderator to indicate whether 200 shareholders have joined the meeting.

Moderator: Sir, currently, there are 63 individuals who have joined in the meeting sir.

Mr S Vijay Raghavan: How many?

Moderator: 63, sir.

Mr S Vijay Raghavan: 63.

Moderator: Yes, sir.

Mr S Vijay Raghavan: So—

Moderator: The number has now increased to 67, as we speak, sir.

Mr S Vijay Raghavan: The persons present at voting will be deemed to constitute the quorum and the meeting may kindly commence. Now, the company secretary will explain the procedure in case any shareholder wants to ask any questions and the CEO and the whole time director will explain in brief about the scheme and the perceived benefit to the shareholders. Thank you.

Ms Aashima: I request Mr Mehta to, he can give a brief about this scheme and then we can move on to the question and answer round.

Mr Mehta: Thank you, sir. I would also like to briefly touch upon the salient features of the scheme. The scheme is presented under Section 230-232 and other applicable provisions of the Companies Act 2013 for merger of Himshikhar Investment Limited into Dalmia Bharat Sugar and Industries Limited. Himshikhar is a wholly-owned subsidiary of Dalmia Bharat Sugar. The appointed date for the scheme is 1st April 2021 or such other date as NCLT Chennai branch may decide or approve or as may be agreed by the board of Himshikhar and Dalmia Bharat Sugar. Himshikhar and Dalmia Bharat Sugar would file petition under Section 230 read with section 232 of the Companies Act 2013 and other applicable provisions of the Companies Act 2013 with the NCLT Chennai for the sanction of the scheme, and all matters ancillary or incidental thereto. The effective date of the scheme would be the last date of the dates on which the certified copy of the NCLT Chennai order sanctioning the scheme is filed by Himshikhar and Dalmia Bharat Sugar with the Registrar of Companies, Tamil Nadu. The merger of Himshikhar into Dalmia Bharat Sugar has been proposed to achieve the following objectives. One: Reduce the number of companies. Two: Integration of resources of both the companies into a single entity. Three: Rationalisation of the legal and regulatory compliances. Four: Rationalisation of administrative compliance and other operational costs. We, now look forward to receiving your support and approval of the scheme. Thank you.

Ms Aashima: Thank you, sir. Now, I will give a little instruction about the question and answer session. The request has been received from a few members to register themselves as speakers at the meeting. Accordingly, the floor will be open for them to ask questions or express their views. The moderator will facilitate this session once the chairman calls the floor open for questions and answers. Before we go live with the question and answer, I have certain points that need to be noted for the convenience of the speakers. Kindly turn on your video when you are projected on the broadcast screen. Kindly unmute yourself and proceed to ask the question. Please mention your name and the location from where you are joining. You are requested to please keep your questions brief and specific. Mr Anil Kataria, the CFO will respond to questions. Once you have asked your question, you can continue to watch the proceedings. Thank you. We can continue, we can start taking the questions.

Moderator: Thank you. I would now call upon Mr Kush Sapra to unlock himself, switch on the camera and start with asking the question. Thank you. Mr Kush Sapra.

Mr Kush Sapra: Yeah, good morning everyone. My name is Mr Kush Sapra. I am joining meeting from Delhi. I want to know that what is the consideration payable under the scheme.

Mr Anil: Yeah, Kush, Good morning.

Mr Kush Sapra: Good morning.

Mr Anil: You know the entire issue subscribe in the paid-up capital of Himshikhar is held by Dalmia Bharat Sugar and its nominees and accordingly, upon the scheme being effective,

no shares of Dalmia Bharat Sugar shall be issued in lieu of its investments in Himshikhar, further investments in the share capital of Himshikhar held by Dalmia Sugar will stand cancelled.

Moderator: Thank you. I will call upon our next speaker, there is a feedback coming in. So, we will just wait for a couple of seconds. Thank you. We will now request Mr Varun Khanna to kindly unmute himself and proceed with asking the question, Mr Varun Khanna. Mr Varun, we can see that you have unmuted yourself, Switch on the camera and proceed with asking the question, please. Thank you.

Mr Varun: Hello, sir. Good evening. Hello, am I audible to you?

Moderator: Yes, you are audible and visible. Thank you.

Mr Varun: I am from Delhi. I am Varun Khanna and my question is, what are the overall tax implication of the scheme?

Mr Anil: Yeah, morning, Varun. The scheme is tax neutral on an overall basis in the hands of Dalmia Bharat Sugar, Himshikhar and its all respected shareholders.

Moderator: Thank you. We will move on to our next speaker and pardon me if I pronounce it wrong, Mr Silva Ganapathy Mejanthan. Can I request you to kindly unmute yourself, Switch on the camera and proceed with asking the question, please?

Mr Mejanthan: Good morning, sir. I am Mejanthan. Am I audible sir?

Moderator: Yes, you are audible. Thank you.

Mr Mejanthan: I have one question. The question is would there be any change in the board of directors of Dalmia Bharat sugar?

Mr Anil: Yeah, Good morning. No, there would not be any change in the in the board of directors of Dalmia Bharat sugar pursuant to its proposed amalgamation with Himshikhar.

Mr Mejanthan: Okay, Thank you, sir.

Moderator: Thank you. We would move on to our next speaker. Mr Thiyaga Raja. I would request you to kindly unmute yourself and proceed with asking the question, please. Mr Thiyaga Raja, sir, you are visible you can proceed with asking the question, please. We are not able to hear you, are you connected to an external device Mr Thiyaga Raja. We are not able to hear you. Are you connected to an external device? If there is any external microphone or headset please remove that. We will wait for Mr Thiyaga Raja to reconnect. In the meantime, we go on to Mr R Karthikeyan . Mr R Karthikeyan, request you to kindly unmute yourself and proceed with asking the question, please.

Mr R Karthikayan: Good morning sir. I am audible?

Moderator: Yes sir, you are audible.

Mr R Karthikeyan: I am Karthikeyan, shareholder of the company since four years. I am from Trichy. My question is, what would be the impact of amalgamation of Himshikhar Investment Limited on Dalia Bharat Sugar's performance and what would be the capital market perception of the proposed restructuring?

Mr. Anil: Yeah Good Morning Mr Karthikeyan. Since Himshikhar Investment is a wholly owned subsidiary of Dalmia Bharat Sugar and if the scheme is approved would not have any material bearing on the performance of Dalmia Bharat Sugar, also there would not be any impact of the scheme on the capital market perception on Dalmia Bharat Sugar. Thank you.

Moderator: Thank you, sir. We have come to the end of the individuals who have registered themselves as the speakers. However, Mr Thiyaga Raja, if I am audible to you, kindly unmute yourself and proceed with asking the question, please. Unfortunately, we are not able to get the audio feed for Mr Thiyaga Raja. With that sir, I hand it back to go to continue with the rest of the session. Thank you, sir. Chairman, sir, over to you please.

Mr S Vijay Raghavan: I think the question and answer session has concluded. Now the time is to put the proposal to vote, I hope the shareholders will consider all the aspects and cast their ballot. Thank you. The voting will continue for the next 15 minutes. After the conclusion, the results will be scrutinised by the scrutinizer who have been nominated by honourable NCLT and after that the results will be published by the transferee applicant company on its website. Thank you.