

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L15100TN1951PLC000640

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACD2281K

(ii) (a) Name of the company

DALMIA BHARAT SUGAR AND

(b) Registered office address

DALMIAPURAM  
TIRUCHIRAPALLI DIST  
TIRUCHIRAPALLI  
Tamil Nadu  
621651

(c) \*e-mail ID of the company

khanna.aashima@dalmiasugar

(d) \*Telephone number with STD code

04329235132

(e) Website

www.dalmiasugar.com

(iii) Date of Incorporation

01/11/1951

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	Bombay Stock Exchange	1
	National Stock Exchange India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

NA

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	31
2	C	Manufacturing	C1	Food, beverages and tobacco products	64

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	117,226,820	80,939,303	80,939,303	80,939,303
Total amount of equity shares (in Rupees)	234,453,640	161,878,606	161,878,606	161,878,606

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	117,226,820	80,939,303	80,939,303	80,939,303
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	234,453,640	161,878,606	161,878,606	161,878,606

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	170,546,360

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	1,013,657	79,925,646	80939303	161,878,606	161,878,606	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
NIL						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
<b>At the end of the year</b>	1,013,657	79,925,646	80939303	161,878,606	161,878,606	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
NIL						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

32,520,805,075

**(ii) Net worth of the Company**

27,049,513,955

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	237,625	0.29	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	59,513,672	73.53	0	
10.	Others TRUST	882,825	1.09	0	
	<b>Total</b>	60,634,122	74.91	0	0

**Total number of shareholders (promoters)**

18

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	16,524,230	20.42	0	
	(ii) Non-resident Indian (NRI)	295,090	0.36	0	
	(iii) Foreign national (other than NRI)	625	0	0	
2.	Government				
	(i) Central Government	68,955	0.09	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	50,980	0.06	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	822,499	1.02	0	
7.	Mutual funds	2,500	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	528,442	0.65	0	
10.	Others            Alternate Investment Fund:	2,011,860	2.49	0	
	<b>Total</b>	20,305,181	25.09	0	0

**Total number of shareholders (other than promoters)**

43,350

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

43,368

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	19	18
Members (other than promoters)	41,020	43,350
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0.19	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0.01

(i) Non-Independent	1	1	1	1	0	0.01
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	0.19	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GAUTAM DALMIA	00009758	Managing Director	151,990	
AMITA MISRA	07942122	Director	0	
T. VENKATESAN	00124050	Director	12,790	
BHARAT BHUSHAN ME	00006890	Whole-time director	0	
RAJEEV BAKSHI	00044621	Director	0	
P. KANNAN	03555871	Director	2,730	
ANIL KATARIA	AALPK4889N	CFO	0	
AASHHIMA V KHANNA	ARYPK0747R	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	04/08/2022	45,634	79	76.06

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2022	6	6	100
2	29/07/2022	6	6	100
3	08/11/2022	6	5	83.33
4	03/02/2023	6	6	100

**C. COMMITTEE MEETINGS**

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	24/05/2022	3	3	100
2	AUDIT COMM	29/07/2022	3	3	100
3	AUDIT COMM	08/11/2022	3	3	100
4	AUDIT COMM	03/02/2023	3	3	100
5	Corporate Soc	23/05/2022	3	2	66.67
6	Corporate Soc	28/07/2022	3	3	100
7	Corporate Soc	07/11/2022	3	3	100
8	Corporate Soc	02/02/2023	3	2	66.67
9	Stakeholders'	23/05/2022	3	2	66.67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	Stakeholders'	28/07/2022	3	2	66.67

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	GAUTAM DAL	4	4	100	6	2	33.33	
2	AMITA MISRA	4	4	100	9	9	100	
3	T. VENKATES	4	4	100	2	2	100	
4	BHARAT BHU	4	4	100	12	12	100	
5	RAJEEV BAK	4	3	75	3	3	100	
6	P. KANNAN	4	4	100	7	7	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GAUTAM DALMIA	Managing Director	129,424,235	0	0	0	129,424,235
2	BHARAT BHUSHAI	Whole-time Director	39,123,948	0	0	0	39,123,948
	Total		168,548,183	0	0	0	168,548,183

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANIL KATARIA	CFO	13,046,946	0	0	0	13,046,946
2	AASHHIMA V KHAI	Company secretary	1,168,491	0	0	0	1,168,491
	Total		14,215,437	0	0	0	14,215,437

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJEEV BAKSHI	DIRECTOR	0	1,500,000	0	230,000	1,730,000
2	AMITA MISRA	DIRECTOR	0	1,000,000	0	520,000	1,520,000
3	P KANNAN	DIRECTOR	0	1,000,000	0	480,000	1,480,000
4	T VENKATESAN	DIRECTOR	0	1,000,000	0	240,000	1,240,000
	Total		0	4,500,000	0	1,470,000	5,970,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

JYOTI SHARMA

Whether associate or fellow

Associate  Fellow

Certificate of practice number

10196

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

00006890

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

34517

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Commitee Meetings.pdf MGT-8_Dalmia Bharat.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

## **Draft Form No. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED** (CIN: L15100TN1951PLC000640) (hereinafter referred to as "the Company"), having its Registered Office at Dalmiapuram Dist Tiruchirapalli – 621651, Tamil Nadu, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2023. In my opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to me by the company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the closure of the aforesaid financial year correctly and adequately.

B. During the financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act- the Company is a Public Limited Company having its securities listed on BSE and NSE
2. The Company is Maintaining following registers/records and all the entries therein were made within the time prescribed therefore;
  - ✓ Minutes Book of the Board and Committee Meeting
  - ✓ Minutes Book of the General Meetings of the Members
  - ✓ Register of Directors and KMP & their shareholding
  - ✓ Register of Loans and Investments u/s 186
  - ✓ Register of Contracts u/s 189
  - ✓ Register of Charges

The Register of Members has been maintained by the Register and Share Transfer Agent M/s. KFIN Technologies Limited.

3. During the year under review, the Company has filed requisite e-forms on time with the office of Registrar of Companies.

4. During the year under review, Board met four times and all the meetings of the Board of Directors and Committees were called and convened after giving 7 days' notice.

The Annual General Meeting of the Company for the financial year ending 31st March, 2022 was held on 04th August, 2022, in respect of which proper notice was given and the proceeding and resolutions passed therein, have been properly recorded in the minute books / registers maintained for the purpose and the same has been signed.

5. As per the information provided to us, during the year under review, The Company has not closed Register of Members / Security holders;
6. As per information given to us and records shared with us, Company has not given Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. As per information given to us and records shared by the Company, all the contracts/arrangements made during the year with related parties were in the ordinary course of business and were at arm length price.
8. During the year under review, the company has not issued or allotted or transfer or transmission or buy back of security/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. No instance relating to keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. During the year under review, the Company has declared & paid an interim dividend of Rs. 3/- (150%) per equity share of the face value of Rs. 2/- for the Financial Year 2022-23 and Rs. 1/- (50%) per equity share of the face value of Rs. 2/-, as final dividend for the Financial Year 2022-23, however there was no amount due for transfer as unclaimed dividend to the Investor Education and Protection Fund under the provision of Section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134(1) of the Companies Act 2013 and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. During the year under review, the Board was properly constituted and all the appointment/cessation/ re-appointments/ retirement and/or filling up casual

vacancies were properly made. Company has received proper disclosure in Form MBP-1 and DIR-8 from all the directors of the Company.

13. Auditors were appointed in the annual general meeting held on 04<sup>th</sup> August, 2022 for a term of five years under the provision of section 139(2) of the Act;

14. As per information and explanation given to us, the Company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act- hence this clause is not applicable;

However, the Scheme of Amalgamation involving amalgamation of the wholly owned subsidiary namely Himshikhar Investment Limited with the Company has been approved and sanctioned by the Hon'ble National Company Law Tribunal (NCLT) Chennai Bench vide order dated June 10, 2022.

15. As per the information provided and explanation given, the company has not accepted / renewed any deposits and there was no repayment of deposits; during the year under report;

16. During the year under review, borrowings made by the Company from banks are within the borrowing limits and requisite compliances were made under provisions of the Companies Act, 2013. Company has not borrowed any amount from its directors, members or from body corporate;

17. During the year under review, no investments made or loans, guarantees given or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act;

18. During the year under review, Memorandum of Association was altered pursuant to the amalgamation of the Company with its Wholly Owned Subsidiary Company and requisite e- Forms were filled with the Registrar, however there is no alteration in the Articles of Associations.

Place: New Delhi  
Date: 05<sup>th</sup> July, 2023  
UDIN:

**For Vikas Gera & Associates**

(Vikas Gera)  
Practicing Company Secretary  
C.P. No.: 4500  
M. No.: 5248

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES  
OF THE BOARD OF DIRECTORS**

**C. COMMITTEE MEETINGS**

(Continued from the Form)

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on date of the Meeting	Attendance	
				Number of Members attended	% of Total Shareholding
11.	Stakeholder Relationship Committee	28/07/2022	3	2	66.66
12.	Nomination and Remuneration Committee	28/07/2022	3	3	100
13.	Risk Management Committee	23/05/2022	3	3	100
14.	Risk Management Committee	07/11/2022	3	3	100

**For Dalmia Bharat Sugar and Industries Limited**

*Aashima V Khanna*

(Aashima V Khanna)

Company Secretary

Membership Number: A34517

Address: Khanna House, 2 Malka Ganj, Delhi – 110007

Email: Khanna.aashima@dalmiasugar.com

**Dalmia Bharat Sugar and Industries Limited**

11<sup>th</sup> & 12<sup>th</sup> Floor, Hansalaya Building, 15 Barakhamba Road, New Delhi – 110001, Delhi, India

T + 91 11 23465100 W [www.dalmiasugar.com](http://www.dalmiasugar.com) CIN: L15100TN1951PLC000640

Registered Office: Dalmiapuram, District Tiruchirapalli – 621651, Tamil Nadu, India

A **Dalmia Bharat Group** company, [www.dalmiabharat.com](http://www.dalmiabharat.com)

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

DALMIAPURAM  
TIRUCHIRAPALLI DIST  
TIRUCHIRAPALLI  
Tamil Nadu  
621651

(c) \*e-mail ID of the company

(d) \*Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital  Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	Bombay Stock Exchange	1
	National Stock Exchange India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

11/08/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	31
2	C	Manufacturing	C1	Food, beverages and tobacco products	64

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	117,226,820	80,939,303	80,939,303	80,939,303
Total amount of equity shares (in Rupees)	234,453,640	161,878,606	161,878,606	161,878,606

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	117,226,820	80,939,303	80,939,303	80,939,303
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	234,453,640	161,878,606	161,878,606	161,878,606

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	170,546,360

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						

<b>At the beginning of the year</b>	1,013,657	79,925,646	80939303	161,878,606	161,878,606	
<b>Increase during the year</b>	0	51,326	51326	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		51,326	51326			
Conversion from Physical to Demat						
<b>Decrease during the year</b>	51,326	0	51326	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	51,326		51326			
Conversion from Physical to Demat						
<b>At the end of the year</b>	962,331	79,976,972	80939303	161,878,606	161,878,606	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NIL						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
	NIL					
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE495A01022

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input style="width:90%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:90%;" type="text"/>
Ledger Folio of Transferor <input style="width:90%;" type="text"/>			
Transferor's Name	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:90%;" type="text"/>			
Transferee's Name	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width:90%;" type="text"/>			
Type of transfer	<input style="width:90%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:90%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:90%;" type="text"/>
Ledger Folio of Transferor <input style="width:90%;" type="text"/>			
Transferor's Name	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:90%;" type="text"/>			
Transferee's Name	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>	<input style="width:90%;" type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

32,520,805,075

**(ii) Net worth of the Company**

27,049,513,955

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	237,625	0.29	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	59,513,672	73.53	0	
10.	Others TRUST	882,825	1.09	0	
	<b>Total</b>	60,634,122	74.91	0	0

**Total number of shareholders (promoters)**

18

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	16,524,230	20.42	0	
	(ii) Non-resident Indian (NRI)	295,090	0.36	0	
	(iii) Foreign national (other than NRI)	625	0	0	
2.	Government				
	(i) Central Government	68,955	0.09	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	50,980	0.06	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	822,499	1.02	0	
7.	Mutual funds	2,500	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	528,442	0.65	0	
10.	Others            Alternate Investment Funds	2,011,860	2.49	0	
	<b>Total</b>	20,305,181	25.09	0	0

**Total number of shareholders (other than promoters)**

43,350

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

43,368

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

48

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS (	6300 Bee Cave Road Building One			161,551	0.2
1729 CAPITAL	C/O GFIN CORPORATE SERVICES L			107,850	0.13
BNS ASIA LIMITED	ONE RAFFLES QUAY NORTH TOWER			98,299	0.12
AEGIS INVESTMENT FUND	4th Floor 19 Bank Street Cybercity			47,886	0.06
CITRINE FUND LIMITED	4TH FLOOR RAFFLES TOWER 19 CY			45,000	0.06
BUMA-UNIVERSAL-FO	THEODOR-HEUSS-ALLEE 70 FRANF			35,817	0.04
RUSSELL INVESTMENT	78 SIR JOHN ROGERSON'S QUAY D			33,463	0.04
AFRIN DIA	C/o Orangefield ( Mauritius ) Limit			32,785	0.04
ACADIAN EMERGING I	260 FRANKLIN STREET BOSTON MA			25,119	0.03
DIMENSIONAL EMERG	6300 Bee Cave Road Building One			25,081	0.03
THE EMERGING MARK	6300 Bee Cave Road Building One			23,695	0.03
TEXAS MUNICIPAL RE	1200 NORTH INTERSTATE 35 AUST			21,531	0.03
SPDR S&P EMERGING I	ONE LINCOLN STREET BOSTON MA			18,312	0.02
AMERICAN CENTURY F	4500 MAIN STREET KANSAS CITY M			13,724	0.02
ACADIAN EMERGING I	320 BAY STREET TORONTO ONTAF			13,448	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS V	25/28 NORTH WALL QUAY DUBLIN			11,219	0.01
EMERGING MARKETS S	6300 Bee Cave Road Building One			11,130	0.01
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU A			10,019	0.01
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK N			9,920	0.01
DIMENSIONAL WORL	251 Little Falls Drive New Castle Co			8,935	0.01
EMERGING MARKETS C	20 Triton Street Regents Place Lon			7,342	0.01
WORLD EX U.S. CORE I	6300 Bee Cave Road Building One			7,147	0.01
MONETARY AUTHORIT	10 SHENTON WAY MAS BUILDING			6,877	0.01
WORLD EX U.S. TARGE	6300 Bee Cave Road Building One			5,261	0.01
TIZIANA GMBH	C/O DPV CAPITAL HILDEGARDSTR			4,130	0.01

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	19	18
Members (other than promoters)	41,020	43,350
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0.19	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0.02
(i) Non-Independent	1	1	1	1	0	0.01
(ii) Independent	0	3	0	3	0	0.01
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	0.19	0.02

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GAUTAM DALMIA	00009758	Managing Director	151,990	
AMITA MISRA	07942122	Director	0	
T. VENKATESAN	00124050	Director	12,090	
BHARAT BHUSHAN ME	00006890	Whole-time director	0	
RAJEEV BAKSHI	00044621	Director	0	
P. KANNAN	03555871	Director	2,730	
ANIL KATARIA	AALPK4889N	CFO	0	
AASHHIMA V KHANNA	ARYPK0747R	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	04/08/2022	45,634	79	76.06

## B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2022	6	6	100
2	29/07/2022	6	6	100
3	08/11/2022	6	5	83.33
4	03/02/2023	6	6	100

## C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	24/05/2022	3	3	100
2	AUDIT COMM	29/07/2022	3	3	100
3	AUDIT COMM	08/11/2022	3	3	100
4	AUDIT COMM	03/02/2023	3	3	100
5	Corporate Soc	23/05/2022	3	2	66.67
6	Corporate Soc	28/07/2022	3	3	100
7	Corporate Soc	07/11/2022	3	3	100
8	Corporate Soc	02/02/2023	3	2	66.67
9	Stakeholders'	23/05/2022	3	2	66.67
10	Stakeholders'	28/07/2022	3	2	66.67

## D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/08/2023
								(Y/N/NA)
1	GAUTAM DAL	4	4	100	6	2	33.33	Yes
2	AMITA MISRA	4	4	100	9	9	100	Yes
3	T. VENKATES	4	4	100	2	2	100	Yes
4	BHARAT BHU	4	4	100	12	12	100	Yes
5	RAJEEV BAK	4	3	75	3	3	100	Yes
6	P. KANNAN	4	4	100	7	7	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GAUTAM DALMIA	Managing Director	129,424,235	0	0	0	129,424,235
2	BHARAT BHUSHAI	Whole-time Director	39,123,948	0	0	0	39,123,948
	Total		168,548,183	0	0	0	168,548,183

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANIL KATARIA	CFO	13,046,946	0	0	0	13,046,946
2	AASHHIMA V KHAI	Company secretary	1,168,491	0	0	0	1,168,491
	Total		14,215,437	0	0	0	14,215,437

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJEEV BAKSHI	DIRECTOR	0	1,500,000	0	230,000	1,730,000
2	AMITA MISRA	DIRECTOR	0	1,000,000	0	520,000	1,520,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	P KANNAN	DIRECTOR	0	1,000,000	0	480,000	1,480,000
4	T VENKATESAN	DIRECTOR	0	0	0	240,000	240,000
	Total		0	3,500,000	0	1,470,000	4,970,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Vikas Gera

Whether associate or fellow

Associate  Fellow

Certificate of practice number

4500

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Digitally signed by  
BHARAT BHUSHAN MEHTA  
Date: 2023.10.19  
15:52:01 +05'30'

DIN of the director

**To be digitally signed by**

Digitally signed by  
AASHIMA KHANNA  
Date: 2023.10.19  
15:52:25 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

**List of attachments**

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MGT-8\_Dalmia Bharat.pdf  
Commitee Meetings.pdf  
Details of FII.pdf  
Resubmission clarification.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**Form No. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED** (CIN: L15100TN1951PLC000640) (hereinafter referred to as "the Company"), having its Registered Office at Dalmiapuram Dist Tiruchirapalli – 621651, Tamil Nadu, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2023

. In my opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to me by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the closure of the aforesaid financial year correctly and adequately.
- B. During the financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act- the Company is a Public Limited Company having its securities listed on BSE and NSE
  2. The Company is Maintaining following registers/records and all the entries therein were made within the time prescribed therefore;
    - ✓ Minutes Book of the Board and Committee Meeting
    - ✓ Minutes Book of the General Meetings of the Members
    - ✓ Register of Directors and KMP & their shareholding
    - ✓ Register of Loans and Investments u/s 186
    - ✓ Register of Contracts u/s 189
    - ✓ Register of Charges

The Register of Members has been maintained by the Register and Share Transfer Agent M/s. KFIN Technologies Limited.



3. During the year under review, the Company has filed requisite e-forms on time with the office of Registrar of Companies.
4. During the year under review, Board met four times and all the meetings of the Board of Directors and Committees were called and convened after giving 7 days' notice.

The Annual General Meeting of the Company for the financial year ending 31st March, 2022 was held on 04th August, 2022, in respect of which proper notice was given and the proceeding and resolutions passed therein, have been properly recorded in the minute books / registers maintained for the purpose and the same has been signed.

5. As per the information provided to us, during the year under review, The Company has not closed Register of Members / Security holders;
6. As per information given to us and records shared with us, Company has not given Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. As per information given to us and records shared by the Company, all the contracts/arrangements made during the year with related parties were in the ordinary course of business and were at arm length price.
8. During the year under review, the company has not issued or allotted or transfer or transmission or buy back of security/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. No instance relating to keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. During the year under review, the Company has declared & paid an interim dividend of Rs. 3/- (150%) per equity share of the face value of Rs. 2/- for the Financial Year 2022-23 and Rs. 1/- (50%) per equity share of the face value of Rs. 2/-, as final dividend for the Financial Year 2022-23, however there was no amount due for transfer as unclaimed dividend to the Investor Education and Protection Fund under the provision of Section 125 of the Act;



11. Signing of audited financial statement as per the provisions of section 134(1) of the Companies Act 2013 and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. During the year under review, the Board was properly constituted and all the appointment/cessation/ re-appointments/ retirement and/or filling up casual vacancies were properly made. Company has received proper disclosure in Form MBP-1 and DIR-8 from all the directors of the Company.
13. Auditors were appointed in the annual general meeting held on 04<sup>th</sup> August, 2022 for a term of five years under the provision of section 139(2) of the Act;
14. As per information and explanation given to us, the Company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act- hence this clause is not applicable;

However, the Scheme of Amalgamation involving amalgamation of the wholly owned subsidiary namely Himshikhar Investment Limited with the Company has been approved and sanctioned by the Hon'ble National Company Law Tribunal (NCLT) Chennai Bench vide order dated June 10, 2022.

15. As per the information provided and explanation given, the company has not accepted / renewed any deposits and there was no repayment of deposits; during the year under report;
16. During the year under review, borrowings made by the Company from banks are within the borrowing limits and requisite compliances were made under provisions of the Companies Act, 2013. Company has not borrowed any amount from its directors, members or from body corporate;
17. During the year under review, no investments made or loans, guarantees given or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act;



18. During the year under review, Memorandum of Association was altered pursuant to the amalgamation of the Company with its Wholly Owned Subsidiary Company and requisite e- Forms were filled with the Registrar, however there is no alteration in the Articles of Associations.

Place: New Delhi

Date: 07<sup>th</sup> July, 2023

UDIN: F005248E000562398

**For Vikas Gera & Associates**



(Vikas Gera)

Practicing Company Secretary

C.P. No.: 4500

M. No.: 5248

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**C. COMMITTEE MEETINGS**

(Continued from the Form)

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on date of the Meeting	Attendance	
				Number of Members attended	% of Total Shareholding
11.	Nomination and Remuneration Committee	28/07/2022	3	3	100
12.	Risk Management Committee	23/05/2022	3	3	100
13.	Risk Management Committee	07/11/2022	3	3	100

**For Dalmia Bharat Sugar and Industries Limited**

*Aashhima V Khanna*

(Aashhima V Khanna)  
Company Secretary  
Membership Number: A34517  
Address: Khanna House, 2 Malka Ganj, Delhi – 110007  
Email: Khanna.aashima@dalmiasugar.com

**DALMIA BHARAT SUGAR AND INDUSTRIES LTD**  
**List of Shareholders as on 31/03/2023 (FPC,FPI)**

SLNO	NAME/JOINT NAME(S)	ADDRESS	DATE OF INCORPORATION	COUNTRY OF INCORPORATION	NUMBER OF SHARES HELD	% TO EQT
1	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	6300 Bee Cave Road Building One Austin Texas 78746 USA		UNITED STATES OF AMERICA	161551	0.20
2	1729 CAPITAL	C/O GFIN CORPORATE SERVICES LTD 6TH FLOOR GFIN TOWER 42 HOTEL STREET CYBERCITY EBENE			107850	0.13
3	BNS ASIA LIMITED	ONE RAFFLES QUAY NORTH TOWER LEVEL 20		SINGAPORE	98299	0.12
4	AEGIS INVESTMENT FUND PCC	4th Floor 19 Bank Street Cybercity Ebene		MAURITIUS	47886	0.06
5	CITRINE FUND LIMITED	4TH FLOOR RAFFLES TOWER 19 CYBERCITY EBENE		MAURITIUS	45000	0.06
6	BUMA-UNIVERSAL-FONDS I	THEODOR-HEUSS-ALLEE 70 FRANKFURT AM MAIN HESSEN		GERMANY	35817	0.04
7	RUSSELL INVESTMENT COMPANY PLC - ACADIAN EMERGING MARKETS EQUITY UCITS II	78 SIR JOHN ROGERSON'S QUAY DUBLIN		IRELAND	33463	0.04
8	AFRIN DIA	C/o Orangefield ( Mauritius ) Limited 3rd Floor 355 NeXTeracom Tower 1 Cybercity Ebene		MAURITIUS	32785	0.04
9	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	260 FRANKLIN STREET BOSTON MASSACHUSETTS		UNITED STATES OF AMERICA	25119	0.03
10	DIMENSIONAL EMERGING MARKETS VALUE FUND	6300 Bee Cave Road Building One Austin Texas 78746 USA		UNITED STATES OF AMERICA	25081	0.03
11	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA		UNITED STATES OF AMERICA	23695	0.03
12	TEXAS MUNICIPAL RETIREMENT SYSTEM	1200 NORTH INTERSTATE 35 AUSTIN TX			21531	0.03
13	SPDR S&P EMERGING MARKETS SMALL CAP ETF	ONE LINCOLN STREET BOSTON MA		UNITED STATES OF AMERICA	18312	0.02
14	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI			13724	0.02
15	ACADIAN EMERGING MARKETS ALPHA PLUS FUND TRUST	320 BAY STREET TORONTO ONTARIO		CANADA	13448	0.02
16	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN 1		IRELAND	11219	0.01
17	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA		UNITED STATES OF AMERICA	11130	0.01
18	ALASKA PERMANENT FUND	801 WEST 10TH STREET JUNEAU ALASKA		UNITED STATES OF AMERICA	10019	0.01
19	CITY OF NEW YORK GROUP TRUST	ONE CENTRE STREET NEW YORK NY 10007 2341		UNITED STATES OF AMERICA	9920	0.01
20	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware			8935	0.01

21	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K		UNITED KINGDOM	7342	0.01
22	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA		UNITED STATES OF AMERICA	7147	0.01
23	MONETARY AUTHORITY OF SINGAPORE ACCOUNT 1	10 SHENTON WAY MAS BUILDING SINGAPORE		SINGAPORE	6877	0.01
24	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA		UNITED STATES OF AMERICA	5261	0.01
25	TIZIANA GMBH	C/O DPV CAPITAL HILDEGARDSTR 6 MUNICH			4130	0.01
26	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE			3997	0.00
27	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	360 E Second Street Suite 600 Los Angeles CA			3790	0.00
28	DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA		CANADA	3576	0.00
29	CC&L Q EMERGING MARKETS EQUITY FUND	1111 WEST GEORGIA ST SUITE 2200 VANCOUVER B C CANADA		CANADA	3403	0.00
30	PREMIER INVESTMENT FUND LIMITED	C/o DTOS Ltd 10th FLOOR RAFFLES TOWER 19 CYBERCITY EBENE		MAURITIUS	2800	0.00
31	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	Suite 820 7 St. Paul Street Baltimore Maryland			2751	0.00
32	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	25/28 NORTH WALL QUAY DUBLIN 1		IRELAND	2204	0.00
33	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	202 West First Street Suite 500 Los Angeles California		UNITED STATES OF AMERICA	2156	0.00
34	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKET VALUE ETF	4500 MAIN STREET KANSAS CITY MISSOURI			1821	0.00
35	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1		IRELAND	1674	0.00
36	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	4500 MAIN STREET KANSAS CITY MISSOURI			1638	0.00
37	EMERGING MARKETS TARGETED VALUE PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE			1619	0.00
38	CC&L Q EMERGING MARKETS EQUITY UCITS FUND, A SUB-FUND OF CONNOR, CLARK & LUNN UCITS ICAV	2nd Floor Block E Iveagh Court Harcourt Road Dublin 2 Leinster			1433	0.00
39	UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS	AESCHENPLATZ 6			1213	0.00
40	CC&L Q GLOBAL EQUITY FUND	1111 WEST GEORGIA STREET SUITE 2300 VANCOUVER BRITISH COLUMBIA		CANADA	1199	0.00

41	MARIHEIDA CORDOVA SANCHEZ	1106 Bonita Ave Apt 4 Mountain View California			679	0.00
42	CC & L Q GROUP GLOBAL EQUITY FUND	1111 WEST GEORGIA STREET SUITE 2300 VANCOUVER BRITISH COLUMBIA		CANADA	605	0.00
43	AMERICAN CENTURY ETF TRUST- AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI			176	0.00
44	DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware			92	0.00
45	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware			52	0.00
46	CC&L Q GLOBAL SMALL CAP EQUITY FUND	2300 1111 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA			40	0.00
47	DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		INDIA	32	0.00
48	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	C/O CIM GLOBAL BUSINESS 33 EDITH CAVELL STREET PORT LOUIS		MAURITIUS	8	0.00
	<b>TOTAL:</b>				<b>822499</b>	<b>1.02</b>