

Notice

Notice is hereby given that the Seventy Third Annual General Meeting of the members of the Company will be held on Monday, July 07, 2025 at 11.00 a.m. through video conferencing/other audio video means ("VC/OAVM") to transact the following business:

Ordinary Business:

1. To consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Auditors and Directors thereon.
2. To consider and declare final dividend of ₹ 1.50 per equity share having face value of ₹ 2/- for the financial year 2024-25.
3. To consider and appoint a Director in place of Shri Bharat Bhushan Mehta (DIN 00006890), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and appoint a Director in place of Shri Thyagarajan Venkatesan (DIN 00124060), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

5. **To consider and ratify the remuneration of M/s R. J. Goel & Co., Cost Accountants, the Cost Auditors of the Company for the financial year 2025-26 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 Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of M/s R. J. Goel & Co., Cost Accountants (Firm Regn. No. 000026), appointed by the Board of Directors 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 2025-26, amounting to ₹ 4,15,000/- besides applicable taxes and reimbursement of travel and other out of pocket expenses to be incurred by them for the purposes of cost audit, be and is hereby ratified."

6. **To consider and re-appoint Shri Rajeev Bakshi as an Independent Director and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of the Board of Directors based on the performance evaluation, Shri Rajeev Bakshi (DIN 00044621), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for the second term of five consecutive years with effect from February 05, 2026.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution."

7. **To consider and appoint Vikas Gera & Associates as the Secretarial Auditor of the Company 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 204(1) of the Companies Act, 2013 read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and all other applicable laws, rules and regulations, and recommendation of the Audit Committee and the Board of Directors, Vikas Gera & Associates, Company Secretaries, having Certificate of Practice Number 4500 and Peer Review Certificate Number 1599/2021 be and is hereby appointed as the Secretarial Auditors to conduct Secretarial Audit of the Company for a period of five consecutive years with effect from the financial year 2025-26 till financial year 2029-30 at such remuneration as may be decided by the Board of Directors from time to time in consultation with them.



RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this foregoing resolution.

Key Information

S. No.	Particulars	Details
1	Link for attending live webcast of the Annual General Meeting (" AGM ") through Video Conferencing (" VC ") and for e-voting [remote/at the AGM]	https://eservices.nsdl.com/ or https://web.cdslindia.com/myeasi/Registration/EasiRegistration https://www.evoting.nsdl.com (follow the steps mentioned in the notice)
2	Helpline number for VC and e-voting	https://eservices.nsdl.com/ and 022 - 4886 7000
3	Registrar and Share Transfer Agent	KFin Technologies Limited Unit: Dalmia Bharat Sugar and Industries Limited E-mail: einward.ris@kfintech.com ; Contact No.: 040 - 6716 2222, 1800 309 4001
4	Cut-off date for e-voting	Monday, June 30, 2025
5	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the authorised representative(s)	gera.consultant@gmail.com on or before July 03, 2025
6	Speaker registration and period for submission of questions, if any, in advance and e-mail address	Commences at 9 AM IST on Tuesday, July 01, 2025 and ends at 5 PM IST on Thursday, July 03, 2025 Post / send at evoting@nsdl.com or sec.corp@dalmiasugar.com / goria.rachna@dalmiasugar.com
7	Remote e-voting period	Commences at 9 AM IST on Friday, July 04, 2025 and ends at 5 PM IST on Sunday, July 06, 2025
8	Last date for publishing results of e-voting	Wednesday, July 09, 2025 at www.dalmiasugar.com

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Item nos. 5 to 7 of the Notice set out above, is annexed hereto.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020 and No. 09/2024 dated September 19, 2024, ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 respectively, ("SEBI Circulars") and Secretarial Standard on General Meeting ("SS-2"), have permitted convening the Annual General Meeting ("AGM"/Meeting") through Video Conferencing ("VC") or Other Audio

Visual Means ("OAVM"), without the physical presence of the members at a common venue till September 30, 2025.

3. The AGM of the Company is accordingly being held through VC/OAVM, herein after called as "e-AGM". The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto. Further, in terms of the MCA Circulars and SEBI Circulars the Notice of 73rd AGM along with Annual Report 2024-25 is being sent in electronic form to those members whose email IDs are registered with the Company/ Depositories. Also, a letter providing the web link including the exact path, where complete details of the Annual Report is available is being sent to those shareholders who have not registered their e-mail address.

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4. The Company has appointed National Securities Depository Limited ("NSDL") to provide VC facility for the e-AGM and the attendant enablers for conducting the e-AGM.
5. Pursuant to the MCA Circulars:
 - a. Members can attend the e-AGM through log in credentials provided to them to connect to VC. Physical attendance of the Members at the e-AGM is not required.
 - b. Appointment of proxy (ies) to attend and cast vote on behalf of the Member(s) is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice.
7. Up to 1000 Members will be able to join on a First In First Out ("FIFO") basis, the e-AGM of the Company.
8. There is no restriction on account of FIFO entry into e-AGM for the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors etc.
9. The attendance of the Members attending the e-AGM through log in will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting as well as e-voting on the date of AGM to its Members through e-Voting agency namely NSDL.
11. Voting at the e-AGM: Members who could not vote through remote e-voting may do the e-voting at the e-AGM.
12. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at www.dalmiasugar.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility), i.e., www.evoting.nsdl.com
13. All documents referred to in the Notice and the Explanatory Statement and the prescribed registers including the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013, shall be available for inspection electronically during the e-AGM.
14. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, June 30, 2025. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
15. The Board of Directors has appointed Vikas Gera & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and send the same to the Chairperson or any other Director in his absence, who shall countersign the same.
17. The results shall be declared by the Chairperson of AGM or any other Director in his absence. The resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the resolution(s).



18. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.dalmiasugar.com and communicated to the Stock Exchanges where the Company's shares are listed and also displayed in the Notice Board at the Registered Office of the Company, within two working days of conclusion of e-AGM.

19. The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on Company's website <https://www.dalmiasugar.com/investors/>. Members who wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s).

20. In terms of SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, the security holders whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

- to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
- for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode.

Accordingly, shareholders are requested to update their PAN, Contact Details, Bank Account Details and Specimen Signature at the earliest.

21. In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), dividends not encashed/claimed within seven years from the date of declaration are transferred to the Investor Education and Protection Fund (IEPF). Further, as per the IEPF Rules, shares of Members whose dividends remain unpaid/unclaimed for a period of seven consecutive years or more are also transferred to the demat account of IEPF established by the Central Government. The Members, whose dividends/shares are transferred to the IEPF, can claim their shares/dividends from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 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.

22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

23. The final dividend of ₹ 1.50 per paid up equity share having face value of ₹ 2/- for the year ended March 31, 2025, as recommended by the Board, if declared at the AGM, will be payable to those members whose names appear in the Register of Members / Register of Beneficial Holders maintained with Depositories as on the Record Date, i.e., June 30, 2025. Dividend will be paid within 30 days from the date of AGM.

24. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of members w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to members at the rates prescribed in the Income-Tax Act, 1961 (the IT Act). For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Company/ KFin Technologies Limited (in case of shares held in physical mode) and Depositories Participants (in case of shares held in demat mode).

The instructions for members for remote e-Voting and joining general meeting are as under:

The remote e-voting period begins at 9 AM IST on Friday, July 04, 2025 and ends at 5 PM IST on Sunday, July 06, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, June 30, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, June 30, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under 'Shareholder/Member' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat Your User ID is: (NSDL or CDSL) or Physical

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gera.consultant@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such

an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sec.corp@dalmiasugar.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sec.corp@dalmiasugar.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

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The instructions for members for e-voting on the day of the agm are as under: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the egm/agm through vc/oavm are as under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL** e-Voting system. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on

VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at sec.corpe@dalmiasugar.com / goria.rachna@dalmiasugar.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT

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

Item No. 5:

In terms of Section 148 of the Companies Act, 2013, the Board of Directors of the Company has in its meeting held on May 13, 2025, on the recommendations of the Audit Committee, appointed M/s. R. J. Goel & Co., Cost Accountants, as the Cost Auditors of the Company for the financial year 2025-26 to audit the cost records of the Company.

The Board has also approved and recommended a remuneration of ₹ 4,15,000/-, besides applicable taxes and reimbursement of travel and other out of pocket expenses, payable to the Cost Auditors for conducting the Cost Audit subject to ratification by the members in terms of Section 148(3) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, directly or indirectly, in the Resolution set out at Item No. 5.

The Directors recommend the Resolution set out at Item No. 5 to be passed as an Ordinary Resolution.

Item No. 6

Shri Rajeev Bakshi was appointed as an Independent Director on the Board of the Company for a term of five years with effect from February 05, 2021. His term as an Independent Director is upto February 04, 2026. It is proposed to re-appoint him for another term of five consecutive years so as to hold office as such till February 04, 2031.



With over 45 years of leadership experience, Mr. Bakshi has made significant contributions across renowned food and FMCG companies such as Cadbury, Metro Cash and Carry and PepsiCo, among others. In recognition of his exceptional contributions to both business and society, Mr. Bakshi was honored with the prestigious “Distinguished Alumni Award” by IIM Bangalore in 2014.

Keeping in view the experience and contributions made by Shri Rajeev Bakshi during his first term as an Independent Director of the Company, he is proposed to be re-appointed as an Independent Director.

The Company has received from Shri Rajeev Bakshi inter-alia his 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 and declaration of meeting the criteria of independence.

The Board of Directors had, in its meeting held on February 11, 2025, carried out performance evaluation of all the Directors including Shri Rajeev Bakshi and his re-appointment as an Independent Director is recommended by the Board on the basis of performance evaluation, in terms of Schedule IV of the Companies Act, 2013.

Except Shri Rajeev Bakshi, none of the Directors of the Company or the Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in the Resolution set out at Item No. 6.

The Directors recommend the Resolution set out at Item No. 6 to be passed as a Special Resolution.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 on General Meetings as prescribed by the Institute of Company Secretaries of India is provided in

Annexure 1.

Item No. 7

In terms of Section 204 of the Companies Act, 2013, the Company, being a company listed on BSE Limited and National Stock Exchange of India Limited, needs to annex with its Board's report made in terms of sub-section (3) of

section 134, a secretarial audit report, given by a company secretary in practice.

Further, in terms of Regulation 24A of SEBI Listing Regulations, the Company needs to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report with its annual report.

On the basis of recommendation of Board of Directors, the Company needs to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of shareholders in the Annual General Meeting.

Vikas Gera & Associates having rich and varied experience in the areas of Secretarial Audits, Mergers & Amalgamations, Scrutinizer Services, Consultancy and Advisory Services, etc. has given his consent to act as Secretarial Auditor and confirmation that he is not disqualified for the said appointment.

The Board of Directors has, at its meeting held on May 13, 2025, recommended the appointment of Vikas Gera & Associates, Company Secretaries, having Certificate of Practice Number 4500 and Peer Review Certificate Number 1599/2021, as the Secretarial Auditors to conduct the Secretarial Audit of the Company for a period of five consecutive years with effect from the financial year 2025-26 till financial year 2029-30. The Board of Directors has approved a remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five thousand only) to be paid to the Secretarial Auditors for the financial year 2025-26 excluding applicable taxes and out of pocket expenses. The remuneration for remaining term shall be decided by the Board of Directors from time to time in consultation with him.

None of the Directors of the Company or the Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in the Resolution set out at Item No. 7.

The Directors recommend the Resolution set out at Item No. 7 to be passed as an Ordinary Resolution.

Notice

Contd...

Annexure – 1

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 on General Meetings as prescribed by the Institute of Company Secretaries of India.

Name of Director	Bharat Bhushan Mehta	Thyagarajan Venkatesan	Rajeev Bakshi
Director Identification Number	00006890	00124050	00044621
Date of Birth	August 20, 1953	October 04, 1952	May 07, 1957
Age	72 Years	73 Years	68 Years
Nationality	Indian	Indian	Indian
Date of Appointment	July 07, 2025	July 07, 2025	February 05, 2026
Qualification	FCA	B.A. (Economics) and FCA	Economics Honours from St. Stephen's College, Delhi University, and MBA from IIM, Bangalore
Experience & expertise in specific functional area	Mr. Mehta has more than 40 years of experience in the field of Accounts, Finance, Commercial, Projects, Operations and General Management in sugar and allied businesses.	Mr. Thyagarajan brings more than 36 years of rich experience in the finance and accounts.	He has a leadership experience of over 45 years across food and FMCG businesses and has held senior leadership positions.
Profile	Mr. Mehta is a prominent figure in the Indian Sugar industry. He has played a prominent role in the growth and development of the Dalmia Bharat Group. He has been conferred the prestigious Lifetime Achievement Award by the Sugar Technologists' Association of India ("STAI").	Mr. Thyagarajan He started his career with Thiru Arooran Sugars Limited in the finance and accounts department and has since worked with reputed companies such as Eicher Tractors Limited, Triveni Engineering Limited, Sterlite Group and the Aditya Birla group. His expertise lies in accelerating growth and building organizational capability to ensure delivery of business goals.	With over 45 years of leadership experience, he has made significant contributions across renowned food and FMCG companies such as Cadbury, Metro Cash and Carry and PepsiCo, among others. In recognition of his exceptional contributions to both business and society, Mr. Bakshi was honored with the prestigious "Distinguished Alumni Award" by IIM Bangalore in 2014.
Terms and conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn, if applicable	Mr. Mehta is being reappointed as Non-Executive Non Independent Director upon retirement at the Annual General Meeting.	Mr. Thyagarajan is being reappointed as Non-Executive Non Independent Director upon retirement at the Annual General Meeting.	Shri Rajeev Bakshi is being appointed as a Non-Executive Independent Director for a period of 5 years with effect from February 05, 2026.



Name of Director	Bharat Bhushan Mehta	Thyagarajan Venkatesan	Rajeev Bakshi
Shareholding in the Company	Nil	10090 Equity Shares	Nil
Relationship with other Directors and KMPs of the Company	None	None	None
No. of meetings of the Board attended during the year	5 (Five) Board meetings attended during financial year 2024-25.	5 (Five) Board meetings attended during financial year 2024-25.	5 (Five) Board meetings attended during financial year 2024-25.
Name of other Companies in which directorship held	None	a. Dalmia Cement (Bharat) Limited b. Khappa Coal Company Private Limited	a. Macrotech Developers Limited b. VST Industries Limited c. Mother Dairy Fruit and Vegetable Private Limited
Chairman/ Member of the Committees of Board of Directors of the Company	Member - Corporate Social Responsibility Committee Member - Stakeholders Relationship Committee Member - Risk Management Committee	Member - Risk Management Committee	Chairman - Risk Management Committee Member - Nomination and Remuneration Committee
Chairman/ Member of the Committees of Board of Directors of other Companies	None	None	Macrotech Developers Limited Member - Audit Committee Chairman - Nomination and Remuneration Committee VST Industries Limited Member - Audit Committee Member - Nomination and Remuneration Committee