

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

Registered Office: Dalmiapuram – 621 651, Distt.
Tiruchirapalli, Tamil Nadu, Phone No. 04329-235132
CIN L15100TN1951PLC000640 Email: sec.corp@dalmiasugar.com
Website: www.dalmiasugar.com

NOTICE

Notice is hereby given that the Seventy Fourth Annual General Meeting of the members of the Company will be held on Friday, July 10, 2026 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, prepared on Standalone and Consolidated basis, for the financial year ended 31st March, 2026 and the Reports of the Auditors and Directors thereon.
2. To consider and declare final dividend of ₹1.50 (75%) per equity share of ₹2/- for the financial year 2025-26.
3. To consider and appoint a Director in place of Shri Gautam Dalmia (DIN 00009758), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and appoint a Director in place of Shri Pankaj Rastogi (DIN 10452835), 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 2026-27 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 2026-27, 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 Gautam Dalmia as the Managing Director of the Company 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, 152, 196, 197, 198, 203 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time, and the Articles of Association of the Company and as per approval and recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board, Shri Gautam Dalmia (DIN: 00009758) be re-appointed as the Managing Director of the Company for a period of five years with effect from January 16, 2027 whose period of office shall be liable to determine by retirement by rotation, subject to the following terms and conditions:

a. Period of Appointment:

The appointment shall be valid for a period of 5 (five) years from the date of appointment, i.e., January 16, 2027.

b. Remuneration:

- (i) Salary: ₹12.95 Crore per annum
- (ii) Perquisites and Allowances:

- Company's contribution to Provident Fund Gratuity (including for period of past service) and Superannuation Fund (if opted for by the Managing Director) shall be in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, as amended from time to time.
- Leave, Leave Travel Concession and Leave Encashment shall be as per Company's Rules.
- The Company shall provide two cars, expenditure on fuel, maintenance, insurance, repairs and salaries of two drivers plus telephone at his residence.

c. Increments:

The increments to the salary shall fall due on 1st of April of each year and shall be such amount as may be determined by the Board of Directors on recommendation of the Nomination and Remuneration Committee and the Audit Committee.

d. Commission:

Commission as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee and Audit Committee, from time to time, be paid to the Managing Director so however that the amount of commission together with the salary does not exceed the limits set out under the Companies Act, 2013, as amended from time to time, read with this resolution.

e. Minimum Remuneration:

In the event of loss or inadequacy of profits, the remuneration as aforesaid, including the increments as may be approved by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors from time to time, shall be continued to be paid to Shri Gautam Dalmia as minimum remuneration for a period not exceeding three years.

f. Other Terms and Conditions:

- (i) The Managing Director shall be permitted to hold office as the Managing Director of Dalmia Bharat Limited in addition to the office of Managing Director being held by him in the Company.
- (ii) The Managing Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company.
- (iii) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committee thereof.
- (iv) The headquarters of the Managing Director shall be at New Delhi or at such other place as may be required, from time to time, and the Managing Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (v) The tenure may, notwithstanding the period of five years mentioned in clause (a) thereof, be terminated by either party by giving three months' notice in writing.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby authorized

to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

- 7. To consider and approve the alteration of Objects Clause of the Memorandum of Association of the Company 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to registration by the Registrar of Companies, approval be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association by adding a new sub-clause 4a under Clause III (A) 'The objects for which the Company is established' after existing sub-clause 4 as under:

"4a To manufacture, produce, process, refine, blend, purchase, sell, trade, import, export, store, distribute and generally deal in all types of biofuels and renewable fuels, including but not limited to bio-methanol, bio-ethanol, sustainable aviation fuel (SAF), hydrotreated vegetable oil (HVO), bio-diesel, bio-compressed natural gas (bio-CNG), biomass-based fuels, second and third generation biofuels, and all other fuels or fuel blends derived from biological, agricultural, agro-industrial or waste feedstocks, including sugarcane, molasses, bagasse, cellulosic biomass, agricultural residues and any other organic material; and to carry on the business of research, development, production and commercialisation of green hydrogen, renewable chemicals and other low-carbon energy carriers derived from or associated with the foregoing, and to set up, own, operate, maintain and manage all plant, machinery, equipment, infrastructure and facilities required for or incidental to any of the aforesaid activities, and to act as principal, agent, contractor, licensor, licensee, consultant or advisor in relation to any of the above, and to do all such other acts and things as may be necessary, incidental or conducive to the attainment of the above objects."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors

Sd/-

Rachna Gorla

Company Secretary and
Compliance Officer

FCS 6741

Date: May 26, 2026

Place: New Delhi



Notice ▶ Continued

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 (follow the steps mentioned in the notice)
2	Helpline number for VC and e-voting	https://eservices.nSDL.com/ and 022 - 4886 7000
4	Registrar and Share Transfer Agent	KFin Technologies Limited Unit: Dalmia Bharat Sugar and Industries Limited Mr. Bhaskar Roy E-mail: einward.ris@kfintech.com ; Contact No.: 040 - 6716 2222
5	Cut-off date for e-voting	Friday, July 03, 2026
6	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 Monday, July 08, 2026
7	Speaker registration and period for submission of questions, if any, in advance and e-mail address	Commences at 9 AM IST on Thursday, July 02, 2026 and ends at 5 PM IST on Monday, July 06, 2026 Post / send at evoting@nSDL.com or sec.corp@dalmiasugar.com / goria.rachna@dalmiasugar.com
8	Remote e-voting period	Commences at 9 AM IST on Tuesday, July 07, 2026 and ends at 5 PM IST on Thursday, July 09, 2026
9	Last date for publishing results of e-voting	Friday, July 12, 2026 at www.dalmiasugar.com

Notes:

- 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.
- The MCA (Ministry of Corporate Affairs) vide its General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with General Circular no. 03/2025 dated September 22, 2025 ("MCA 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 further orders.
- 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 74th AGM along with Annual Report 2025-26 is being sent in electronic form only to those members whose email IDs are registered with the Company/Depositories.
- 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.
- Pursuant to the MCA Circulars:
 - 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.
 - Appointment of proxy (ies) to attend and cast vote on behalf of the Member(s) is not available.
 - 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.
- 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.
- Up to 1000 Members will be able to join on a First In First Out ("FIFO") basis the e-AGM of the Company.
- 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.
- 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. Remot 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 to its Members through e-Voting agency namely NSDL. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by 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 Friday, July 03, 2026. 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 a person authorized by him in writing 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 the Registrar and Share Transfer Agent (in case of physical shares) and to their Depository Participant(s) (in case of Dematerialized Shares).
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 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 dividends/shares 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 (75%) per paid up equity share of ₹2/- for the financial year ended March 31,



2026, as recommended by the Board, if declared at the AGM, will be payable to those members whose names appear in the Register of Members / beneficial position in the depository records for the Company as on the Record Date, i.e., Friday, July 03, 2026. 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, 2025 (the IT Act). 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 Tuesday, July 07, 2026 and ends at 5 PM IST on Thursday, July 09, 2026. 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. Friday, July 03,

2026, 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 Friday, July 03, 2026.

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:




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.nsd.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.nsd.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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p>   
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.



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.nsd.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 (NSDL or CDSL) or Physical	Your User ID is:
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 Members who hold shares in demat account with CDSL.	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.nsd.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.



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 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.corp@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 05, 2026, 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 2026-27 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 Gautam Dalmia was appointed as Managing Director of the Company by the shareholders at 69th Annual General Meeting held on September 21, 2021 for a period of five years with effect from January 16, 2022 till January 15, 2027.

It is accordingly proposed to re-appoint Shri Gautam Dalmia as the Managing Director of the Company for a period of five years with effect from January 16, 2027. His office shall be liable to determine by retirement by rotation. The Company has received declaration from Shri Gautam Dalmia in terms of Section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being re-appointed as Director of the Company. He has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any other such authority. Since Shri Gautam Dalmia is also Managing Director of Dalmia Bharat Limited, the Board of Directors has unanimously approved his re-appointment at its meeting held on May 05, 2026 in terms of Section 203 of the Companies Act, 2013.

Shri Gautam Dalmia holds 1,51,990 equity shares of ₹ 2/- each of the Company.

In terms of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may pay remuneration to the managerial person as per the limits prescribed therein. Provided that the remuneration in excess of prescribed limits may be paid if the resolution passed by the shareholders is a special resolution.

Further, in terms of Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The remuneration as approved shall be the minimum remuneration payable to Shri Gautam Dalmia, member of the Promoter Group. Accordingly, his appointment and remuneration is proposed to be approved by a Special Resolution.

Except Shri Gautam Dalmia, none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolution set out at item no. 6.

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

The information required to be disclosed in the explanatory statement to the Notice as per Schedule V of the Companies Act, 2013 is detailed below:

I. General Information:

1. **Nature of Industry:** Manufacturer of sugar, distillery products and co-generation.
2. **Date of commencement of commercial production:** The Company has been in the business of sugar since 1994 and major milestones achieved by the Company are as under:

1994: First sugar plant commissioned in Ramgarh (2,500 TCD capacity)

2000: Ramgarh plant capacity increased to 5,000 TCD

2007: Jawaharpur and Nigohi sugar units commissioned. Commissioned co-generation plants (79MW) at Ramgarh, Nigohi and Jawaharpur. Commissioned 80 KLPD distillery in Jawaharpur

2012: Acquired the Kolhapur unit in September 2012

2015: Commenced commercial production at Ninaidevi in November 2015



2016: Commissioned a distillery in Kolhapur

2019: Increased Jawaharpur distillery capacity to 120KLPD and commissioned the Nigohi distillery (60KLPD). Aggregated the Sangli and Kolhapur unit capacities at 10,700 TCD

2020: Launched a sugar refinery of 1200 TPD at the Nigohi unit and Distillery capacity at Nigohi expanded to 110 KLPD

2021: Ramgarh distillery was installed with 140 KLPD capacities; Jawaharpur distillery capacity was increased to 220 KLPD; Kolhapur distillery capacity was increased to 120 KLPD

2022: Commissioned the Jawaharpur refinery; Uttar Pradesh crushing capacity increased to 24850 TCD

2023: Ninaidevi capacity was expanded to 4000TCD; Grain distillery of 110 KLPD was installed at Jawaharpur.

2024: Acquired 3500 TCD Baghauri Plant. Expanded Jawaharpur grain based distillery capacity from 110 KLPD to 250 KLPD.

2025: Commissioned 100 KLPD Baghauri grain based distillery

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

4. Financial performance based on given indicators:

(₹ In crores)

Particulars	FY (2023-24)	FY (2024-25)	FY (2025-26)
Turnover/other income	2,877.40	3,724.94	3618.08
Profit/Loss before Tax	325.95	345.24	321.68
Profit/Loss after Tax	276.30	365.50	237.81

5. Foreign investments or collaborations, if any:

During the year under review, the Company has on September 26, 2025 entered into a Share Subscription cum Shareholders Agreement with Eagle Agrotech Holdings Limited ("EAHL"), a Company incorporated in Abu Dhabi, United Arab Emirates, and H.E. Mr. Mohamed Ali Rashed Alabbar. EAHL is a holding company of Eagle Agrotech Tanzania Limited ("EATL"). EATL is in the process of establishing sugarcane plantation and sugar factory in Tanzania. Pursuant thereto, upon allotment of 51% ordinary shares by EAHL to the Company on December 18, 2025, EAHL has become a subsidiary company of the Company with effect from December 18, 2025.

II. Information about the appointee:

1. Background details:

Shri Gautam Dalmia, aged 58 years, holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. He has about 33 years of experience in the cement and sugar industries. He was part of the team that led the diversification of the Company into sugar business in 1994. He was personally responsible for implementing a new strategy to turnaround the sugar business. He has led the effort to design and implement the Company's integrated sugar, ethanol and cogeneration business. He is directly responsible for managing the sugar business and is leading all operations and execution of the projects.

2. Past Remuneration: FY 2025-26:

(₹ In crores)

Particulars	Dalmia Bharat Sugar and Industries Limited	Dalmia Bharat Limited
Shri Gautam Dalmia	15.53	21.42

3. Recognition or award:

None.

4. Job profile and suitability:

Shri Gautam Dalmia is entrusted with substantial powers of management of the Company and, in particular, is responsible for managing the entire area of operations of the businesses of the Company. He has the expertise in accelerating growth and building organizational capability to ensure delivery of business goals.

5. Remuneration proposed: As per proposed Special Resolution.

6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Gautam Dalmia, the responsibilities shouldered by him, the remuneration drawn by him is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any.

Shri Gautam Dalmia holds 1,51,990 equity shares of the Company. Apart from Shri Gautam Dalmia none of the Directors or the Key Managerial Personnel or their relatives are financially or otherwise interested in the resolution set out in item no.6.

III. Other Information:

1. Reasons of loss or inadequate profits:

There is no loss or inadequate profits. However, the sugar industry is a controlled industry and is dependent on good agro climatic conditions for its success. The industry constantly faces price pressures imposed by the Government policies as a result of which there are likely to be losses or inadequate profits during the tenure of appointment.

2. Steps taken or proposed to be taken for improvement:

The Company has over the period established cane based and grain-based distilleries aggregating to 950 KLPD and 138 MW cogeneration plants.

During the year under review, the Company has entered into a Share Subscription cum Shareholders Agreement with Eagle Agrotech Holdings Limited ("EAHL"), a Company incorporated in Abu Dhabi, United Arab Emirates, and H.E. Mr. Mohamed Ali Rashed Alabbar. EAHL is a holding company of Eagle Agrotech Tanzania Limited ("EATL"). EATL is in the process of establishing sugarcane plantation and sugar factory in Tanzania. Pursuant thereto, upon allotment of 51% ordinary shares by EAHL to the Company on December 18, 2025, EAHL has become a subsidiary company of the Company with effect from December 18, 2025.

The Company is also making efforts for improving its productivity by ensuring the sowing of the right varieties of sugarcane.

3. Expected increase in productivity and profits in measurable terms.

The Company expects increase in productivity and profits in due course. However, in view of the fact that Sugar Industry is a Govt. controlled industry, giving expected increase in measurable terms is not possible.

The Board accordingly recommends the passing of the Special Resolution.

As stated above, except Shri Gautam Dalmia, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7

The global energy landscape is undergoing a shift towards decarbonization and energy security. Amidst volatile fossil fuel markets and intensifying climate commitments, India has also emerged itself in the renewable energy transition. Government initiatives in this direction are reshaping the Indian industrial sector, specifically positioning the domestic industries as the "energy hubs" of the future. Transitioning into the renewable energy and biofuels sector would allow us to maximize the utility of our existing agricultural by-products while aligning with global sustainability targets and emerging market demands for low-carbon energy carriers.

The existing Object Clause of the Company's Memorandum of Association does not explicitly cover the production, commercialization and trading of bio-methanol, sustainable aviation fuel and other advanced biofuels. The Board of Directors has accordingly approved amendment to the Objects Clause of the Memorandum of Association.

In terms of the provisions of Section 13 of the Companies Act, the consent of the Shareholders by way of Special Resolution is required for alteration of Objects Clause of the Memorandum of Association of the Company. The Board accordingly recommends resolution at item no. 7 for approval of the Members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

By order of the Board of Directors

Sd/-

Rachna Gorla

Company Secretary and

Compliance Officer

FCS 6741

Date: May 26, 2026

Place: New Delhi



Notice ► Continued

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	Gautam Dalmia	Pankaj Rastogi
Director Identification Number	00009758	10452835
Date of Birth	16/01/1968	15/02/1964
Age	58 Years	62 Years
Nationality	Indian	Indian
Date of Appointment	16.01.2022(Executive Director)	Appointment as Whole-Time Director & CEO – 01.10.2024
Qualification	B.S and M.S in Electrical Engineering	Mechanical Engineer from IIT, Kharagpur with a post-graduation in management from Institute of Management, Ahmedabad
Experience & expertise in specific functional area	He has about 33 years of experience in cement and sugar industries. He was a part of the team which lead to diversification of sugar business in the Company in the year 1994.	25 years of all-round experience in the sugar sector
Profile	Mr. Gautam Dalmia holds B.S. and M.S. degrees in Electrical Engineering from Columbia University.	Mr. Pankaj Rastogi has been with the company for over 25 years. During this period, he has gained extensive experience in the sugar sector and is widely acknowledged as a thought leader in the industry. He brings a strong background, professional ethics and values to his role. Mr. Rastogi has been instrumental in achieving excellence in operational metrics and in transforming the business into an industry leader. He is an active member of several industry forums, contributing to significant policy and regulatory changes, particularly in the renewable energy sector. He serves on the Governing Council of the Co-Generation Association of India and leads the UP-Sugar Mills Co-Generation Association.
Terms and conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn, if applicable	Shri Gautam Dalmia is proposed to be re-appointed as Managing Director of the Company for a period of 5 years, with effect from January 16, 2027. Please refer resolution No. 6 and explanatory statement in respect thereto for terms and conditions of his appointment.	Mr. Rastogi is being re-appointed upon retirement by rotation at Annual General Meeting.
Shareholding in the Company	151990	Nil
Relationship with other Directors and KMPs of the Company	None	Nil
No. of meetings of the Board attended during the year	7	7

Name of other Companies in which directorship held	<ul style="list-style-type: none"> ▶ Dalmia Bharat Limited ▶ Rama Investment Co. Pvt Ltd. ▶ Sita Investment Co. Ltd. ▶ Mobius Knowledge Services Pvt Ltd. ▶ Mobius365 Data Services Pvt. Ltd. ▶ Indian Energy Exchange Limited ▶ Indian Gas Exchange Limited ▶ Xtract.io Technology Solutions Private Limited ▶ Inhabitr Inc. (US Company) ▶ Eagle Agrotech Holdings Limited ▶ Eagle Agrotech Tanzania Limited 	<ul style="list-style-type: none"> ▶ Eagle Agrotech Holdings Limited ▶ Eagle Agrotech Tanzania Limited
Chairman/Member of the Committees of Board of Directors of the Company	<ul style="list-style-type: none"> ▶ Corporate Social Responsibility (Member) ▶ Stakeholders Relationship Committee (Member) 	<ul style="list-style-type: none"> ▶ Corporate Social Responsibility (Member) ▶ Risk Management Committee (Member) ▶ Audit Committee (Member) ▶ Stakeholders Relationship Committee (Member)
Chairman/Member of the Committees of Board of Directors of other Companies	<p>Dalmia Bharat Limited: Member of –</p> <ul style="list-style-type: none"> ▶ Stakeholders Relationship Committee ▶ Corporate Social Responsibility Committee ▶ Sustainability and Risk Management Committee. <p>Indian Energy Exchange Limited: Member of –</p> <ul style="list-style-type: none"> ▶ Enterprise Risk Management Committee ▶ Nomination & Remuneration Committee ▶ Investment Committee <p>Indian Gas Exchange Limited: Member of –</p> <ul style="list-style-type: none"> ▶ Nomination & Remuneration Committee 	<p>None</p>