DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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

NOTICE

Notice is hereby given that the Sixty Seventh Annual General Meeting of the members of the Company will be held at the Registered Office of the Company at the Community Centre Premises, Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on August 29, 2019 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the (a) audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, and the Reports of the Directors and Auditors thereon; and (b) audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors' thereon.

2. To declare a dividend of Rs. 1.60 (80%) per equity share of Rs. 2/- of the Company.

3. To 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, 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 139 and 142 of the Companies Act, 2013 or any amendment or modification thereto, M/s. NSBP & Co., Chartered Accountants (Firm Regn. No. 001075N), who have been appointed as the Statutory Auditors of the Company for a term of five years by the members at the Annual General Meeting held on August 31, 2017, be paid a remuneration of Rs. 15,70,000/- per annum for the purposes of audit besides applicable taxes and reimbursement of travel and other out of pocket expenses to be incurred by them for the purposes of audit."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, 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 ending on March 31, 2020 amounting to Rs. 3,30,000/- plus 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, 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, as amended from time to time, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Shri Bharat Bhushan Mehta (DIN: 00006890) as the Whole-time Director of the Company for a period of three years with effect from April 01, 2019, whose period of office shall be liable to determination by retirement by rotation subject to following terms and conditions:

   a. Period of Appointment:

   The appointment is valid for a period of 3 (three) years from the date of appointment, i.e. April 01, 2019.

   b. Salary:

   Basic Salary: Rs. 8,24,000/- per month.

   c. Allowances:

   Personal and other Allowances: Rs. 7, 86, 126/- per month.

   House Rent Allowance to the extent of 50% of the basic salary subject to deduction of tax at source as per the Income-Tax Act as in force from time to time.

d. Annual Increments:

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

e. Perquisites:

Perquisites such as Leave Travel Concession, Personal Accident Insurance, Reimbursement of Car and Driver expenses, Attire, Leave and Encashment of Leave, etc., shall be as per Company's Rules relating to employees of the appointees level.

Medical Reimbursement: Rs. 15,000/- per annum.

Provident Fund, Gratuity and Superannuation: Company's contribution to Provident Fund, Gratuity and Superannuation Fund shall be in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on remuneration.

Employee Stock Option: Stock Options as may be granted to him from time to time as per the Employee Stock Option Plan.

f. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be continued to be paid to Shri Bharat Bhushan Mehta, as minimum remuneration provided, however, that where such loss or inadequacy of profits fall in a financial year subsequent to the year of initial appointment, the salary and perquisites shall stand increased by the amount of increments sanctioned by the Nomination and Remuneration Committee/Board of Directors to the Whole-Time Director and such higher amount shall be deemed to be the minimum remuneration payable to him.

g. Other Terms and Conditions:

(a) The Whole-time Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company. Accumulated leave not availed of by the Whole-time Director will be permitted to be encashed as per the Rules of the Company.

(b) The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

(c) The headquarters of the Whole-time Director shall be at New Delhi or at such other place as may be required, from time to time, and the Whole-time Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.

(d) The tenure may, notwithstanding the period of three years mentioned in clause I hereof, be terminated by either party by giving six months' notice in writing.

7. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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, Mr. Panchapakesan Kannan (DIN: 03555871), be and is hereby re-appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company to be held in the year 2024."

8. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to 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, Ms. Amita Misra (DIN 07942122) be and is hereby appointed as an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company to be held in the year 2024"

9. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with the relevant rules of the Companies (Meetings of the Board and its Powers) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Raghu Hari Dalmia, brother of Shri Jai Hari Dalmia, be and is hereby appointed as an Advisor to the Company for a period of three years with effect from May 01, 2019 at a total remuneration of Rs. 2 Crore per annum, reimbursement of expenses incurred by him on medical, petrol & maintenance and electricity on actuals and retiral benefits on continual basis in accordance with the Rules of the Company with such annual increments as may be approved by the Nomination and Remuneration Committee and Board of Directors."

10. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 14 read with Section 68(2) of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by way of insertion of the following new Article 8A after the existing Article 8:

'8A - Pursuant to the provisions of the applicable law in force as amended from time to time and in compliance thereof, the Company may purchase its own shares or other specified securities.'

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

By Order of the Board of Directors

Sd/-
Sneha Sharma
Company Secretary
Membership No. ACS- 37986

Place: New Delhi
Dated: July 29, 2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE, ON A POLL, IN HIS/HER STEAD. PROXY FORM, DULY COMPLETED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.

4. The Register of Members of the Company shall remain closed from August 22, 2019 to August 29, 2019 (both days inclusive).

5. As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), it is mandatory for the Company to print the bank account details of the members on dividend payment instrument.

   Accordingly, members holding shares in physical form are requested to notify/send the following to the Registrars & Share Transfer Agents (RTA) of the Company, i.e., M/s Karvy Fintech Private Limited:

   (a) their bank account details in order to receive payment of dividend through electronic mode;
   (b) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically;
   (c) any change in their address/e-mail id/ECS mandate/ bank details; and
   (d) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

   The members holding shares in dematerialized form are requested to notify to their Depository Participant (a) their email id. (b) all changes with respect to their address/email id/ ECS mandate/ bank details.

6. As per Regulation 40 of Listing Regulations, transfer of securities can be carried out in dematerialized form only with effect from April 01, 2019. Accordingly, any request for transfer of shares in physical form with effect from April 01, 2019 will not be accepted by the Company/RTA. This restriction will however not be applicable to the request received for transmission or transposition of physical shares.

Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact any of the nearest branches of RTA to guide you in the demat procedure. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.

7. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Company Secretary or the Company's RTA for revalidation and encash them before the due date.

   In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all the benefits accruing on such shares e.g., bonus shares, split, consolidation, fraction shares etc. except rights issue shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

   Therefore, it is in the interest of deposit-holders/debenture-holders/shareholders to claim the unclaimed / un-encashed amount of dividend, matured deposits, matured debentures or interest thereon with in scheduled time.

8. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the same from IEPFA 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.

9. The relevant details as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, in respect of person seeking appointment/re-appointment as Director of the Company under Item Nos. 6, 7 and 8 of the Notice, are provided after the Explanatory Statement.

10. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days, up to the date of the Annual General Meeting of the Company.

11. Electronic copy of the notice of AGM and Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participant, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent through the permitted mode.

12. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date, i.e., August 21, 2019.

13. Ms. Pragnya Parimita Pradhan, Proprietor, Pragnya Pradhan & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the votes cast by the members through remote e-voting as well as physical ballot at the venue of the forthcoming Annual General Meeting in a fair and transparent manner.

14. The Company has made arrangements with RTA for providing remote e-voting facility through electronic means.

15. Dalmiapuram can be reached by taking a Bus (Route No. 91 from Chattram Bus Stand, Tiruchirapalli or by any Bus going to Ariyalur or Chidambaram or Jayamkundam from the Chattram Bus Stand, Tiruchirapalli. The route map is also enclosed with this notice.

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 20, 2019, 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 2019-20 to audit the cost records of the Company.

The Board has also approved and recommended a remuneration of Rs. 3,30,000/-, besides applicable taxes and reimbursement of travelling 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, 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 Bharat Bhushan Mehta has been a Non Executive Director on the Board of the Company since May 23, 2011.

The Board of Directors of the Company has, in its meeting held on February 14, 2019 on the recommendation of the Nomination and Remuneration Committee appointed Shri Bharat Bhushan Mehta as the Whole Time Director of the Company for a period of three years with effect from April 01, 2019 till March 31, 2022 and his period of office is liable to determination by retirement by rotation.

Shri Bharat Bhushan Mehta, aged 65 years, is B.Com (Hons.) and a Fellow Member of the Institute of Chartered Accountants of India 1976 with 29th All India Rank. He has more than 40 years of experience in the field of Accounts, Finance, Commercial, Projects, Operations and General Management in sugar and allied businesses.

Keeping in view the experience and contributions made by Shri Bharat Bhushan Mehta during his tenure as Director of the Company, he has been appointed as the Whole Time Director of the Company.

The Company has received the consent of Shri Bharat Bhushan Mehta to act as Whole Time Director of the Company. Mr. Mehta has also confirmed that he is not disqualified from being appointed/continuing as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Except Mr. Bharat Bhushan Mehta, 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:

General Information:

1. Nature of Industry:
   Manufacturer of sugar, distillery products and dead burnt magnesite.

2. Date of commencement of commercial production:

   The Company has been in the business of manufacture of dead burnt Magnesite since last over 4 decades and in the business of manufacture of sugar since 1994.

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:

Rs. crore

	2016-17	2017-18	2018-19
Turnover/Other Income	1697.76	2281.83	2105.42
Profit/Loss before tax	238.15	147.87	203.80
Profit/Loss after tax	183.42	134.10	187.38

Export performance and net foreign exchange collaborations:

Rs. crore

	2016-17	2017-18	2018-19
Export Turnover	0.32	0.42	100.51

5. Foreign investments or collaborators, if any:

   No foreign collaboration is involved.

Information about the appointee:

1. Background details:

   Shri Bharat Bhushan Mehta, aged 65 years, is B.Com (Hons.) and a Fellow Member of the Institute of Chartered Accountants of India 1976 with 29th All India Rank. He has more than 40 years of experience in the field of Accounts, Finance, Commercial, Projects, Operations and General Management in sugar and allied businesses.

He has been associated with the Dalmia Bharat Group for more than 4 decades and has contributed to the growth of the Company.

2. Past remuneration:

   The remuneration of Shri B. B. Mehta during 2018-19 in Dalmia Bharat Limited was Rs. 2.52 Crore.

3. Recognition or award:

   Shri Bharat Bhushan Mehta got 29th All India Rank in ICAI.

   He has been conferred the prestigious life time achievement award by the Sugar Technologist's Association of India ("STAI") in recognition of his noteworthy contribution in development of Indian Sugar Industry.

4. Job profile and suitability:

   Shri Bharat Bhushan Mehta 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 several years of experience and has the expertise in accelerating growth and building organizational capability to ensure delivery of business goals.

5. Remuneration proposed:

   The proposed remuneration has been detailed in the proposed Special Resolution for the members.

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

   Comparative figures of remuneration to Managing Directors/Executive Directors paid by Companies in India of similar size during financial year 2017-18 are given below:

(Rs. Crore)

Name of the Company	Turnover	Total remuneration including retirement benefits
Dwarikesh Sugar Industries Limited	1447	7.26
Dhampur Sugar Mills Limited	3370	16.7

   Shri Mehta is a resident of India.

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

   Shri Bharat Bhushan Mehta holds nil shares of the Company. He being the appointee has direct financial interest in the proposed aforesaid resolution as it relates to remuneration payable to him. Apart from Shri Bharat Bhushan Mehta none of the Directors or the Key Managerial Personnel or their relatives are financially or otherwise interested in the resolution set out at item no. 6.

Other Information:

1. Reasons of loss or inadequate profits:

   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 of Shri Mehta.

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

   The Company is taking all possible measures for improving the productivity and thereby profitability including sowing of the right varieties of sugarcane.

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

   It is expected to increase in the productivity and profits due to favourable industry conditions.

Item no. 7

Shri Panchapakesan Kannan was appointed as Independent Director on the Board of the Company for a term of five year at the 62nd Annual General Meeting of the Company held in 2014. His term as Independent Director is upto forthcoming Annual General Meeting. It is proposed to re-appoint him for another term of five years so as to hold office as such till the conclusion of the 72nd Annual General Meeting of the Company to be held in 2024.

Mr. Panchapakesan Kannan, 46, Director, is a Doctor of Philosophy, Electrical and Computer Engineering and Master of Science, Electrical Engineering. He was the Visiting Research Scholar IN University of Arizona, Tucson, AZ. Presently he is working as a Senior Research Engineer, Harmonic Inc., San Jose, CA**.**

Keeping in view the experience and contributions made by Shri P. Kannan during his first term as Independent Director of the Company, he is proposed to be re-appointed as an Independent Director. The Company has received the consent of Shri P. Kannan to act as Independent Director of the Company besides the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013 and declaration of meeting the criteria of independence.

Except Shri P. Kannan, 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. 7.

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

Item no. 8

Ms. Amita Misra is proposed to be appointed as an Independent Director on the Board of the Company for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company to be held in the year 2024.

Ms. Amita Misra, 64, holds Post Graduate Degree in Economics from Rajasthan University. She joined the Indian Audit & Accounts Service in 1980 and has held senior positions in the Government of India and the United Nations (the Vienna based United Nations Industrial Development Organisation/UNIDO). She has served various PSUs including Food Corporation of India, Central Warehousing Corporation and other PSUs related to agriculture sector, South-Eastern Railway, Ministry of Defence, Ministry of Urban Development and Municipal Corporation of Delhi. She Joined United Nations Industrial Development Organisation (UNIDO) in 2004 and her last position with UNIDO was as Director of the Department of Regional Bureau and Field Operations.

The Company has received the consent of Ms. Amita Misra to act as Independent Director of the Company besides the disclosure in Form DIR-8 to the effect that she 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.

Except Ms. Amita Misra, 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. 8.

The Directors recommend the Resolution set out at Item No. 8 to be passed as an Ordinary Resolution.

ITEM NO. 9

The Board of Directors of the Company on recommendation of the Audit Committee has, in its meeting held on May 20, 2019, appointed Shri Raghu Hari Dalmia, brother of Shri Jai Hari Dalmia, as an Advisor to the Company for a period of three years.

Shri Raghu Hari Dalmia holds a bachelors degree in technology from IIT, New Delhi. He has an industry experience of about four decades. He has been associated with various industry organizations including OCL India Limited as President for about 37 years, Indian Refractories Makers Association as President and PHD Chamber of Commerce as the Chairman of the Environment Committee.

Shri Raghu Hari Dalmia, being brother of Shri Jai Hari Dalmia, the Managing Director of the Company, is a related party in terms of Section 2(76) of the Companies Act, 2013 and his appointment is in the ordinary course of business and at arm's length basis.

As per section 188 (1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of the Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2.5 Lakh requires approval of the members.

Except Shri Jai Hari 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. 9.

The Directors recommend the Resolution set out at Item No. 9 to be passed as an Ordinary Resolution.

Item No. 10:

In terms of Section 68 of the Companies Act, 2013, no company shall purchase its own shares or other specified securities unless the buy-back is authorized by its articles. The present Articles of Association of the Company do not authorize the Company to buy back its shares or other specified securities. Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment in Articles of Association of the Company requires approval of the shareholders by way of Special Resolution. It is accordingly proposed to alter the Articles of Association of the Company.

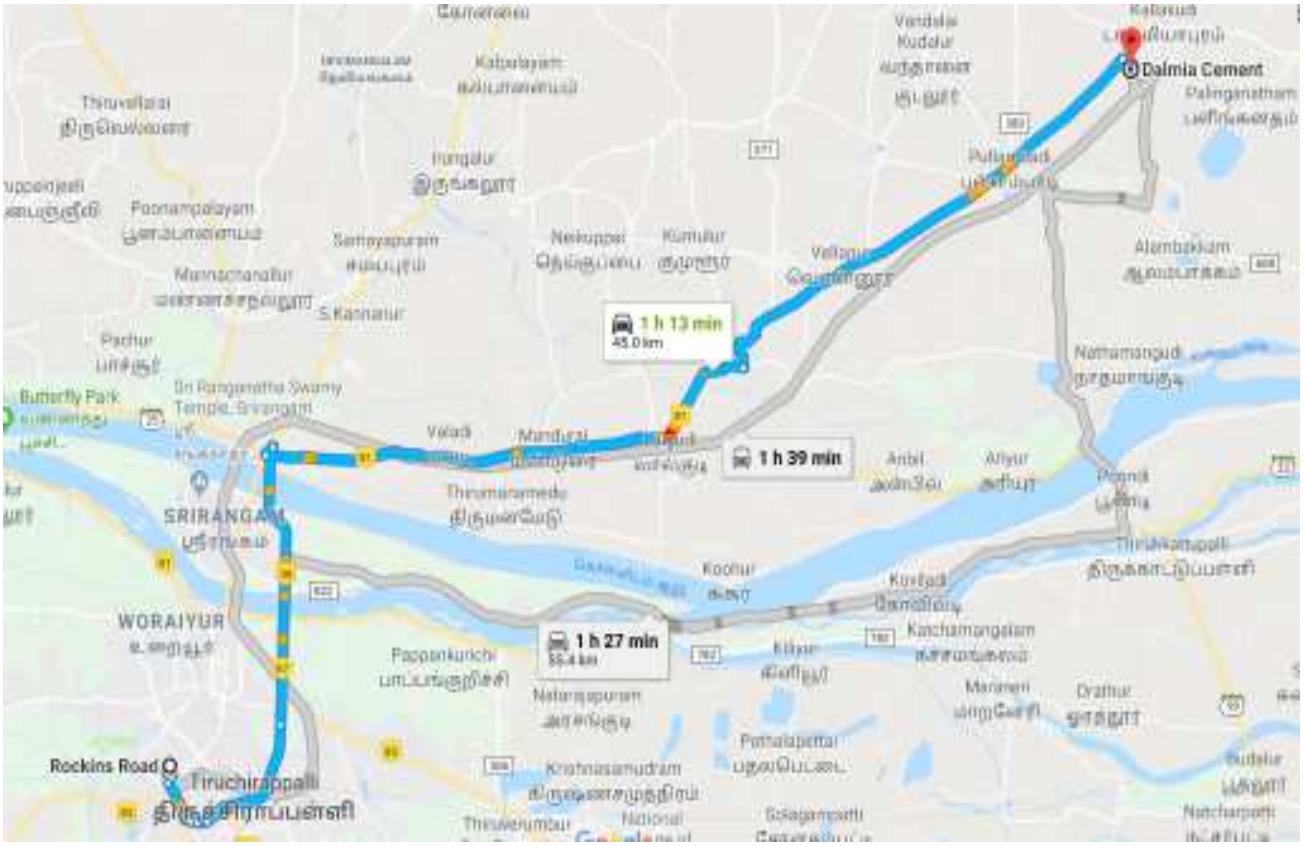
None of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolution set out at item no. 8.

The Directors recommend the resolution set out at item no. 10 to be passed as a Special Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT/ AT 67TH ANNUAL GENERAL MEETING

Name of the Director	**Shri Bharat Bhushan Mehta**	**Shri Panchapakesan. Kannan**	**Ms. Amita Misra**
Director Identification Number	00006890	03555871	07942122
Date of Birth	20/08/1953	1/12/1972	09/07/1955
Date of Appointment	01-04-2019 (Executive Director)	30-08-2014 (Non-Executive Independent Director)	29/08/2019 (Non-Executive Independent Director)
Qualification	B.Com(Hons.), CA	Doctor of Philosophy, Electrical and Computer Engineering and M. Sc. (Master of Science)	Post Graduate Degree in Economics from Rajasthan University.
Experience & Expertise in specific functional area	He has more than 40 years of experience in the field of Accounts, Finance, Commercial, Projects, Operations and General Management in sugar and allied businesses.	He was the Visiting Research Scholar IN University of Arizona, Tucson, AZ. Presently he is working as a Senior Research Engineer, Harmonic Inc., San Jose, CA.	Over 37 years of experience in senior positions in Government of India and the United Nations (United Nations Industrial Development Organization /UNIDO)
Profile of the Director	Shri. B.B. 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.	Shri. Panchapakesan Kannan was the Visiting Research Scholar IN University of Arizona, Tucson, AZ. Presently he is working as a Senior Research Engineer, Harmonic Inc., San Jose, CA.	Ms. Amita Misra, joined the Indian Audit & Accounts Service in 1980 and has held senior positions in the Government of India and the United Nations (United Nations Industrial Development Organisation/UNIDO). She joined UNIDO in 2004 and her last position with UNIDO was as Director of the Department of Regional Bureau and Field Operations.
Terms & Conditions of appointment along with details of remuneration sought to be paid and last drawn by him	Shri B. B. Mehta has been appointed as Whole Time Director of the Company. During financial year 2018-19 he was Non-executive Director of the Company. Please refer resolution No. 6 and explanatory statement in respect thereto for terms and conditions of his appointment.	Shri Panchapakesan. Kanan is Non-executive Independent Director of the Company. Please refer resolution No. 7 and explanatory statement in respect thereto for terms and conditions of his appointment.	Ms. Amita Misra is Non-executive Independent Director of the Company. Please refer resolution No. 8 and explanatory statement in respect thereto for terms and conditions as of his appointment.
Shareholding in the Company as on 31-03-2019	NIL	2730	Nil
Relationship with other Directors and KMPs of the Company	None	None	None
No. of meetings of Board attended during the year	4	4	-
List of Public Limited Companies in which outside directorship held	8	-	-
Chairman/Member of the Committees of Board of Directors of Indian Companies	-	-	-

Route Map to Annual General Meeting Venue



DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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

FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member :

Registered Address :

E-Mail ID :

Folio No. /Client ID :

DP ID :

I/We, being member(s) of Dalmia Bharat Sugar and Industries Limited, holding …… Shares of the above mentioned Company, hereby appoint

1. Name :
   Address :
   E-Mail ID :
   Signature : or failing him

2. Name :
   Address :
   E-Mail ID :
   Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixty Seventh Annual General Meeting of the Company, to be held on August 29, 2019 at 10.30 a.m. at the Registered Office of the Company at Community Centre Premises, Dalmiapuram - 621651, District Tiruchirapalli, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Vote*
No. 1	
No. 2	
No. 3	
No. 4	
No. 5	
No. 6	
No. 7	
No. 8	
No. 9	
No. 10	

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

Affix One Rupee Revenue Stamp

Signed this..... day of ....., 2019

Signature of Shareholder: .....

Signature of Proxy holder: .....

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.