

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 Website: www.dalmiasugar.com

NOTICE

NOTICE is hereby given that the Sixty Third Annual General Meeting of the Members of the Company will be held in the Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on Monday, the 24th August, 2015 at 11.30 a.m. to transact the following business:

1. To consider and adopt the(a) audited Standalone Financial Statements for the year ended 31st March, 2015, and the Reports of the Directors and Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended 31st March, 2015 and the Report of the Auditor thereon.
2. To appoint a Director in place of Shri B.B. Mehta, who retires by rotation and is eligible for re-appointment.
3. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:-

“ **RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 read with the applicable rules, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, Delhi (Firm Regn No. 000756N) be and are hereby appointed as the Statutory Auditors of the Company for a term of one year to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration of ₹ 7,20,000/- for the conduct of the audit besides service tax and reimbursement of travelling and other out of pocket expenses incurred by them for the purpose of audit.”

AS SPECIAL BUSINESS

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 148 of the Companies Act, 2013, the remuneration of M/s. HMVN & Associates, Cost Accountants., appointed by the Board on the recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the Cost Audit of the Company's cost records, etc. for the financial year ending on 31st March, 2016, at ₹ 3,00,000/-besides service tax as may be applicable and reimbursement of travelling and other out of pocket expenses incurred by them for the purposes of conduct of such cost audit be and is hereby ratified and approved.”

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

“ **RESOLVED THAT** Smt. Himmi Gupta (DIN: 07134360) , who was appointed as an additional Director and holds office till the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose office is liable to be determined by retirement by rotation.”

By Order of the Board



K V Mohan

Company Secretary

Place: New Delhi.

Dated: 14-5-2015

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. The Register of Members of the Company will remain closed from 19th August, 2015 to 24th August, 2015 (both days inclusive).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
4. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.
5. In view of the "Green Initiative in Corporate Governance" introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 21-04-2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail ids and consents to receive the future notices and annual reports by e-mail, so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc., through e-mails., i.e., in electronic mode instead of sending physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with Depository Participants (DPs), are requested to register/update their e-mail IDs with their respective DPs.
6. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/DPs for communication purposes 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 2015 is being sent in the permitted mode.
7. Electronic copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of remote voting along with Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purposes 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 Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Proxy Form is being sent in the permitted mode.
8. The Company has made arrangements with M/s Karvy Computershare Private Limited for providing remote voting facility through electronic means the details of which are mentioned on the reverse of the covering letter.
9. All documents referred to in the accompanying 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 except Saturdays, up to the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT

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

Item No. 2:

Shri B.B.Mehtais a Non-executive Director of the Company. Shri B.B. Mehta was re-appointed as a Director of the Company in the Annual General Meeting held on 24th August, 2013. He is a fellow member of Institute of Chartered Accountants of India. He is a Director in 9 other Public Limited Companies namely Sri Swaminatha Mines & Minerals Limited, Dalmia Power Limited, Shri Radha Krishna Brokers & Holdings Limited, Arjuna Brokers & Minerals Limited, Sri Subramanya Mines & Minerals Limited, Sri Shanmugha Mines & Minerals Limited, DCB Power Ventures Limited, Dalmia Sugar Ventures Limited and Dalmia Solar Power Limited.

As per provisions of section 152(6) of the Companies Act, 2013, Shri B.B. Mehta being the director longest in office is liable to retire by rotation at the ensuing Annual General Meeting.

The Company has also received requisite intimation from him in terms of section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being re-appointed as a Director of the Company in Form DIR -8.

The aforesaid declarations are available for inspection of members.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Except Shri B.B. Mehta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 2.

Item No. 3:

In terms of the third proviso to Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies (Audit & Auditors) Rules, 2014 the retiring Auditors, M/s. S.S. Kothari Mehta & Co., Chartered Accountants having completed their ten years term have been reappointed for a term of one year as provided therein. The members are to approve such reappointment and fix the remuneration stated in terms of the Resolution aforesaid.

The Directors recommend the Resolution being passed for a period of one year.

None of the Directors or Key Managerial Personnel are interested or concerned in the resolution set out at item No. 3.

Item No. 4:

In terms of Section 148 of the Companies Act, 2013, the Board of Directors of the Company has, on the recommendations of the Audit Committee, appointed M/s. HVMN & Associates, Cost Accountants, as the Cost Auditors of the Company to audit the cost records maintained by the Company in respect of its sugar manufacturing activity and Power Generation.

The remuneration of ₹ 3,00,000/- besides service tax and reimbursement of travelling and other out of pocket expenses fixed by the Board of Directors as being the fees payable to the Cost Auditor for conducting the Cost Audit requires to be approved by the members in terms of Section 148(3) of the Companies Act, 2013.

The consent given by M/s. HVMN & Associates to the effect that they are eligible to be appointed as the Cost Auditors of the Company is available for inspection of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

The Board of Directors had appointed Smt. Himmi Gupta as an Additional Director of the Company in the meeting held on 26-03-2015. The term of office of Smt. Himmi Gupta expires at ensuing Annual General Meeting of the Company. Smt Himmi Gupta is a Non-executive Director of the Company. She is a post graduate from Fore School of Management; New Delhi and has a rich experience of handling Investor relations and grievances. She does not hold directorship in any other Company.

The Company has also received requisite intimation from her in terms of section 164(2) of the Companies Act, 2013 to the effect that she is not disqualified from being re-appointed as a Director of the Company in Form DIR - 8.

The Company has received a notice from a member, alongwith the requisite deposit of ₹ 1,00,000/-, for appointment of Smt. Himmi Gupta as a candidate for the office of Director of the Company.

The aforesaid declarations and notice is available for inspection of members.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Except Smt. Himmi Gupta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 5.

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 Website: www.dalmiasugar.com

1. Name and Registered Address
of the sole/first named
Shareholder :
2. Name(s) of the Joint
Shareholder(s), if any :
3. Registered Folio No./DP ID No./
Client ID No. :
4. Number of share(s) held :

Dear Shareholder(s):

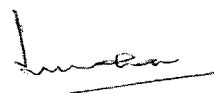
Please find enclosed the Notice convening the Sixty Third Annual General Meeting of Dalmia Bharat Sugar and Industries Limited (the Company) to be held on Monday, the 24th August, 2015 at 11.30 a.m. at the Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu together with the Annual Report for the year ended 31st March, 2015.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically in respect of business to be transacted at the Sixty Third Annual General Meeting of the Company. The Company has appointed Karvy Computershare Private Limited ('KCPL' 'Karvy' or 'Service Provider') for facilitating the remote e-voting process to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

| EVEN (E voting Event Number) | USER ID | PASSWORD/PIN |
|---------------------------------|---------|--------------|
| | | |

In this regard, please turn over for detailed process and manner of e-voting.

For Dalmia Bharat Sugar and Industries Limited



(K.V. Mohan)
Company Secretary

1. The instructions for remote e-voting are as under:
 - A In case a Member receives the notice convening the Annual General Meeting through an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and password mentioned overleaf). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. First time users will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Sugar and Industries Limited."
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" then such electronic vote shall be treated as "ABSTAIN/INVALID" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as "abstained".
 - x. Cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the all Resolution(s).
 - xii. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID: office@roseconsultants.in, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - B In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company Depository Participants(s) or requesting physical copy]:
 - i. User ID and initial password as provided overleaf.
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
 - C In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut off date i.e. 18th August, 2015, the member may write to the Karvy on the email varghese1@karvy.com or to Mr. P.A. Varghese, Contact No. 040 67162222, at (Unit: Dalmia Bharat Sugar and Industries Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No.(i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
2. The remote e-voting period commences on Friday, 21st August, 2015 (9:30 am) and ends on Sunday, 23rd August, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being 18th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically may participate in the AGM but shall not be allowed to vote again.
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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel. No. 18003454001 (toll free).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th August, 2015.
6. The Board of Directors has appointed Mr. Harish Khurana, Practicing Company Secretary, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
7. The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Physical Ballot for all businesses specified in the accompanying Notice.
8. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and handover the same forthwith to the Chairman or a person authorized by him in writing who shall countersign the same.
9. The Results shall be declared forthwith by the Chairman or a person authorized by him in writing and 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).
10. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.dalmiasugar.com and on the website of Karvy, <https://evoting.karvy.com> within 48 hours from the declaration of results of voting and shall also be communicated to the Stock Exchanges where the Company's shares are listed as also displayed on the Notice Board at the Registered Office of the Company.

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 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.....of..... being member(s)

of Dalmia Bharat Sugar and Industries Limited, holdingshares of the abovementioned 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 Annual General Meeting of the Company to be held on Monday, the 24th day of August, 2015 at 11.30 a.m. at Community Centre Premises at Dalmiapuram, District Tiruchirapalli, Tamil Nadu-621651 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Agenda item | Vote* |
|-------------|-------|
| No. 1 | |
| No. 2 | |
| No. 3 | |
| No. 4 | |
| No. 5 | |

Signed this..... day of, 2015

Signature of Shareholder:

Signature of Proxy holder:

Affix One
Rupee Stamp

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

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.

BOOK POST

To,

Dalmia Bharat Sugar and Industries Limited

Dalmiapuram-621 251

Dist. Tiruchirapalli

Tamil Nadu



Dalmia Bharat Sugar and Industries Limited

Annual Report 2014-2015

ANNUAL REPORT 2014-15

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Sowing Growth

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Extracting More



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Accelerating
Value Creation



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Enhancing lives



CAUTIONARY STATEMENT

Statements made in this report describing industry outlook as well as the Company's plans, policies and expectations may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.



At Dalmia Bharat Sugar, we approach growth more from a cause and much lesser from an effect standpoint. Our approach to growth remains holistic and sustainable. In entire value chain, right from the sowing of cane to the sales of finished products, sugar, power and ethanol or right from cane procurement to integrated sugar operations to sales & distribution; we remain steadfast on becoming better and competitive. While the Indian sugar industry including our own business would not realize its true potential until complete deregulation is achieved in the sector, we stay focused and determined to maximize value generation in downstream processes namely distillation and co-generation of renewable power.

Amid the structural adversities restraining our industry, we move into the future with quintessential Dalmia Bharat optimism and enthusiasm. With a firm resolve to collaborate with all stakeholders towards co-creating shared value!