

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: corp.sec@dalmiabharat.com

Website: www.dalmiasugar.com

NOTICE

Notice is hereby given that the Sixty Ninth Annual General Meeting of the members of the Company will be held on Tuesday, September 21, 2021 at 10.30 a.m. through video conferencing/ other audio video means ("VC/OAVM") 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 31st March, 2021, and the Reports of the Auditors and Directors thereon; and (b) audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Report of the Auditors' thereon.
2. To consider and declare a dividend of ₹ 3/- (150%) per equity share of ₹ 2/- for the financial year 2020-21.
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 approve the remuneration of M/s. NSBP & Co., Chartered Accountants, the statutory auditors of the Company for the financial year 2021-22 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 Sections 139 and 142 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, 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 ₹ 20,00,000/- for the purposes of statutory audit for the financial year 2021-22 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 ratify the remuneration of M/s R. J. Goel & Co., Cost Accountants, the Cost Auditors of the Company for the financial year 2021-22 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 2021-22, amounting to ₹ 3,75,000/- 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 appoint Mr. Rajeev Bakshi as an Independent Director 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Rajeev Bakshi (DIN 00044621), who was appointed as an Additional Director of the Company in the Independent Category, with effect from February 05, 2021 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and who holds office only upto the ensuing Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years commencing from February 05, 2021"

7. 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, 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, 2022 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, 2022.

b. Salary:

Basic Salary: ₹ 65,40,000 per month

Special Pay: ₹ 23,76,667 per month

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.

d. Perquisites:

- (i) 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.
- (ii) Leave, Leave Travel Concession and Leave Encashment shall be as per Company's Rules.
- (iii) The Company shall provide two cars, expenditure on fuel, maintenance, insurance, repairs and salaries of two drivers plus telephone at his residence.

e. Commission:

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

f. 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 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.

g. Other Terms and Conditions:

- (i) The Managing Director shall be permitted to hold office as the Managing Director of any other group Company in addition to the office being held by him in the Company and the aggregate remuneration drawn by him from both the companies shall not exceed the higher maximum limit of remuneration admissible from any one of the companies of which he is a managerial person. The remuneration to be drawn by Shri Gautam Dalmia shall be decided by the Companies, inter se.
- (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."

8. To consider and re-appoint Shri Bharat Bhushan Mehta as the Whole Time Director and Chief Executive Officer 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, Shri Bharat Bhushan Mehta (DIN: 00006890) be re-appointed as the Whole Time Director and Chief Executive Officer of the Company for a period of five years with effect from April 01, 2022, 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 is valid for a period of 5 (five) years from the date of appointment, i.e., April 01, 2022.

b. Salary:

Basic Salary: ₹ 13,77,000 per month.

c. Allowances:

Personal and other Allowances: ₹ 12,71,793 per month.

d. Annual Increments:

The annual increments to the remuneration 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:

- (i) Perquisites such as Leaves, Leave Travel Concession, Leave Encashment, Personal Accident Insurance,

Reimbursement of Car and Driver expenses, Attire, etc., shall be as per Company's Rules relating to employees of the appointees' level.

- (ii) 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.
- (iii) Employee 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, the remuneration as aforesaid, including the increments as may be approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, shall be continued to be paid to Shri Bharat Bhushan Mehta as minimum remuneration for a period not exceeding three years.

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.
- (b) The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company 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 five years mentioned in clause I hereof, be terminated by either party by giving six 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."

- 9. To consider and re-appoint Shri Raghu Hari Dalmia as an Advisor to the Company and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 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, as amended from time to time, Shri Raghu Hari Dalmia, brother of late Shri Jai Hari Dalmia, be and is hereby re-appointed as an Advisor to the Company for a period of three years with effect

from May 01, 2022 at a total remuneration of ₹ 1.50 Crore per annum, with reimbursement of expenses incurred by him 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.

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."

- 10. To consider and approve the alteration in 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 Companies Act, 2013 and the rules framed there under, as amended from time to time, and subject to registration by the Registrar of Companies, the following alteration(s) in the objects clause of the Memorandum of Association of Company be and are hereby approved:

- (a) Addition of clause III. (A) The objects for which the Company is established and sub clauses 1 to 4; and clause III. (B) The objects necessary in furtherance of objects specified in III. (A) and sub clauses 5 to 16, after clause II of the Memorandum of Association;
- (b) Deletion of existing Clause III and sub-clauses 1 and 2 thereof appearing after clause II of the Memorandum of Association;
- (c) Renumbering of existing sub-clauses 1 (1A) and (1B) as sub clauses 17 and 18;
- (d) Renumbering existing sub-clauses (2A), (2B) and (2C) as sub clauses 19, 20 and 21;
- (e) Renumbering existing sub clauses 3 to 16 as sub clauses 22 to 38.

RESOLVED FURTHER THAT the revised objects clause of the Memorandum of Association of the Company, as placed before the shareholders as part of the Explanatory Statement be and is hereby approved and adopted.

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."

- 11. To consider and approve the alteration in the Articles 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 14 and other applicable provisions, if any, of Companies Act, 2013 and the rules framed there under, as amended from time to time, and subject to the registration by the Registrar of Companies, consent of the Shareholders of the Company be and is hereby accorded, to alter the existing Articles of Association of Company by replacing the same with a new set of Articles of Association of the Company as placed before the Members as a part of the Explanatory Statement.

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, including filing the requisite forms with Ministry of Corporate Affairs, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors

Aashhima V Khanna

Company Secretary

Membership No. ACS- 34517

Place: New Delhi

Dated: July 30, 2021

KEY INFORMATION

S. No.	PARTICULARS	DETAILS
1	Link for attending live webcast of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)	https://emeetings.kfintech.com
2	Link for e-voting [remote/at the AGM]	https://evoting.kfintech.com
3	Link for Members to temporarily update e-mail address	https://karisma.kfintech.com/emailreg
4	Username and password for VC and e-voting	Please use the remote e-voting credentials.
5	Helpline number for VC and e-voting	KFin Technologies Private Limited - 1-800-3454-001 / evoting@kfintech.com
6	Registrar and Share Transfer Agent	KFin Technologies Private Limited Unit: Dalmia Bharat Sugar and Industries Limited Mr. Bhaskar Roy E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040 - 6716 2222
7	Cut-off date for e-voting	Tuesday, September 14, 2021
9	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)	Khurana.harish@gmail.com and https://evoting.kfintech.com on or before September 17, 2021
9	Speaker Registration and period of submission of questions, if any, in advance and e-mail address	Commences at 9 AM IST on Thursday, September 16, 2021 and ends at 5 PM IST on Friday, September 17, 2021 Post / send at https://emeetings.kfintech.com / Khanna.aashima@dalmiasugar.com
10	Remote e-voting period	Commences at 9 AM IST on Saturday, September 18, 2021 and ends at 5 PM IST on Monday, September 20, 2021
11	Last date for publishing results of the e-voting and results availability	Thursday, September 23, 2021 www.kfintech.com www.dalmiasugar.com

NOTES:

1. In view of the prevailing outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular nos. 02/2021 dated 13th January, 2021 has permitted companies to hold their Annual General Meetings ("**AGM**") through VC/OVAM for the calendar year 2021.
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the AGM of the Company is being conducted through Video Conferencing / Other Audio Video Means, herein after called as "**e-AGM**".
3. The Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents ("**RTA**"), to provide VC facility for the e-AGM.
4. Pursuant to the MCA Circulars:
 - a. Members can attend the e-AGM through log in credentials provided to them to connect to VC. Physical attendance of the Members at the e-AGM is not required.
 - b. Appointment of proxy(ies) to attend and cast vote on behalf of the Member(s) is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the e-AGM 30 minutes before the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice.
6. Up to 1000 Members will be able to join on a First In First Out ("**FIFO**") basis the e-AGM of the Company.
7. 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.
8. 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 Companies Act, 2013.
9. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("**SEBI Listing Regulations**") and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency namely "KFin Technologies Private Limited".
10. **Voting at the e-AGM:** Members who could not vote through remote e-voting may do the e-voting at the e-AGM.
11. 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 e-voting agency at <https://evoting.kfintech.com>
12. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
13. All documents referred to in the Notice and the Explanatory Statement and 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. Members seeking to inspect such documents can send an email to the Company Secretary.
14. 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 September 14, 2021.
15. The Board of Directors has appointed Mr. Harrish Khurana, Practicing Company Secretary, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
16. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and send the same to the Chairman or a person authorized by him in writing who shall countersign the same.
17. The results shall be declared forthwith by the Chairman or a person authorized by the Board 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).
18. The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.dalmiasugar.com and on the website of KFin Technologies Private Limited, www.kfintech.com within 48 hours from the AGM and shall also be communicated to the Stock Exchanges where the Company's shares are listed as also displayed in the Notice Board at the Registered Office of the Company.
19. As per Regulation 40 of SEBI Listing Regulations, transfer of securities can be carried out only in dematerialized form with effect from April 01, 2019. Accordingly, any request for transfer of shares in physical form 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.

20. 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 shareholders to claim the unclaimed / un-encashed amount of dividend, with in scheduled time.
21. 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.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. Pursuant to Finance Act 2020, dividend income is taxable in the hands of members with effect from April 01, 2020 and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are also requested to refer 'Communication to shareholders – 20.08.2021' at <https://www.dalmiasugar.com/wp-content/uploads/2021/08/Communication-to-Shareholders-2021.pdf> in this regard. The members are also requested to update their PAN with the Company / KFin Technologies Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA:

On account of threat posed by COVID-19 and in terms of the MCA Circulars and SEBI Circulars, the Company has sent the

Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. Those shareholders who have registered/not registered their e-mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case the shares are held in electronic form and with the Company's RTA, in case the shares are held in physical form.
2. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced may temporarily get their e-mail address and mobile number registered with the Company's RTA, by clicking the link: <https://karisma.kfintech.com/emailreg> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com
3. Shareholders may also visit the website of the Company www.dalmiasugar.com or the website of the <https://evoting.kfintech.com> for downloading the Annual Report and Notice of the e-AGM.

Instructions for the Members for attending the e-AGM through Video Conference:

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. The e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on 9:30 AM Saturday, September 18, 2021 and ends at 5:00 PM on Monday, September 20, 2021. During this period, Members

holding shares either in physical form or in dematerialized form, as on Tuesday, September 14, 2021, i.e., cut-off date, may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company

and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, Kfin Technologies Private Limited, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.



Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.</p>
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. Once login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- II. Enter the login credentials provided in the email and click on Login.
- III. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- IV. The new password should 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.,).
- V. Update your contact details like mobile number, email address, etc. if prompted. 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 not to share your

password with any other person and take utmost care to keep it confidential.

- VI. Login again with the new credentials.
- VII. On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Sugar and Industries Limited."
- VIII. 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 "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- IX. Members holding multiple folios may choose to vote differently for each folio / demat account.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".

- XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'DBL _EVENT No'
 - XII. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-800-309-4001 (toll free).
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- I. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:
 - II. <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Select the company name i.e. CL EDUCATE LIMITED
 - III. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
 - IV. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
 - V. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - VI. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - VII. Enter the email address and mobile number.
 - VIII. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
 - IX. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
 - X. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- XI. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
 - XII. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1-800- 309-4001.
- II. Details on Step 3 are mentioned below:**
- Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**
1. Members are provided with a facility to attend the e-AGM through video conferencing platform provided by the RTA. Members may access the same at <https://evoting.kfintech.com> under shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected. 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.
 2. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
 3. Further, Members will be required to keep Camera on, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
 5. 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 networks. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



6. Members who would like to express their views/ask questions during the meeting may log in to <https://emeetings.kfintech.com> and post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, a Member's questions will be answered only if he continues to hold the shares as of cut-off date.
7. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM.

Instructions for members for e-Voting during the e-AGM:

1. Only those Members/shareholders, who will be present in the e-AGM through VC facility and who have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM.
2. However, Members who have voted through remote e-Voting will be eligible to attend the e-AGM.

The instructions for remote e-voting are as under:

In case a Member receives the notice of e-AGM through an email from the RTA [for members whose email IDs are registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the following URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e., User ID and password mentioned overleaf). However, if you are already registered with RTA 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 they will be required to mandatorily change their 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 Member 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. Members 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: Khurana.harish@gmail.com, with a copy marked to <https://evoting.kfintech.com>. The scanned image of the above mentioned documents should be in the naming format "Corporate Name and EVENT NO."
- xiii. In case a person becomes a member of the Company after the dispatch of e-AGM Notice but on or before the cut-off date, i.e., September 14, 2021, the Member may write to the RTA on the email Id Bhaskar.roy@kfintech.com or to Mr. Bhaskar Rao, Contact No. 040-671616222, at M/s KFin Technologies Private Limited (Unit: Dalmia Bharat Sugar and Industries Limited), 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.
- xiv. The remote e-voting period commences on September 18, 2021 (9:30 am) and ends on September 20, 2021 (5:00 pm). During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date being September 14, 2020, may