

July 10, 2024

Bombay Stock Exchange Limited  
New Trading Ring,  
Rotunda Building, P J Towers, Dalal Street,  
Fort Mumbai-400001  
Scrip Code: 500097

National Stock Exchange of India Limited  
“Exchange Plaza”, Plot No. C-1, Block G  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Symbol: DALMIASUG

**Sub: Proceedings of 72<sup>nd</sup> Annual General Meeting pursuant to Regulation 30 and voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir(s)/Madam(s),

We wish to inform you that the 72<sup>nd</sup> Annual General Meeting of the Company was held today, i.e., Wednesday, July 10, 2024 at 11.00 a.m. through video conferencing facility provided by National Securities and Depository Limited (“NSDL”) in compliance with Circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time and other applicable provisions of the Companies Act, 2013 and SEBI listing Regulations.

In accordance with Regulation 30 of the SEBI LODR Regulations, the proceedings of 72<sup>nd</sup> AGM of the Company are attached and marked as **Annexure – 1.**

As required under Regulation 44(3) of the Listing Regulations, voting results are being filed separately. Further, the Scrutinizers Report on e-voting is enclosed and marked as **Annexure – 2.**

The said proceedings and the scrutinizers report are also uploaded on the website of the Company at [www.dalmiasugar.com](http://www.dalmiasugar.com).

Kindly take the same on your record

Yours faithfully,

For **Dalmia Bharat Sugar and Industries Limited**

**Aashhima V Khanna**  
**Company Secretary**  
Membership No.: A34517

Enclosures: As above

**ANNEXURE -1**

**Proceedings of 72<sup>nd</sup> Annual General Meeting ("AGM") of Dalmia Bharat Sugar and Industries Limited**

1. Mr. Rajeev Bakshi, Chairman, chaired the AGM.
2. Ms. Aashima V Khanna, Company Secretary assisted the Chairman in conducting the AGM.
3. The Company Secretary introduced Directors and other dignitaries present at the meeting and welcomed all the members. She informed that the AGM was being conducted through Video/Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
4. The requisite quorum being present, the Chairman called the meeting to order. With the permission of the members, Notice of AGM and Auditor's Report were taken as read.
5. Mr. Rajeev Bakshi, the Chairman of the Company addressed all the shareholders present at the meeting and briefed the shareholders about Company's performance during the financial year 2023-24. This was followed by a financial presentation by Mr. Anil Kataria, Chief Financial Officer of the Company.
6. The Company Secretary informed the members about general instructions with respect to quorum, Q&A, remote e-voting, e-voting during the AGM, Scrutinizer, etc. The Company appointed Mr. Vikas Gera, Practicing Company Secretary as Scrutinizer to scrutinize the process of remote e-voting and e-voting at the AGM.
7. Thereafter, shareholders who got themselves registered as speakers asked their queries which were replied by Mr. Pankaj Rastogi, CEO - Sugar Business.
8. Following resolutions as set out in the Notice convening the 72nd AGM were put to vote through e-voting at the AGM. The e-voting at AGM was made available upto 15 minutes after the AGM to members, who attended the meeting and did not vote through remote e-voting:

The following items as set out in the Notice convening the AGM were transacted and approved with requisite majority:

<b>Item Nos.</b>	<b>Description</b>	<b>Resolution Type</b>
1	To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2024 prepared on Standalone and Consolidated basis and the Reports of the Auditors and Directors thereon.	Ordinary Resolution
2	To consider and declare final dividend of Rs. 1.25/- (62.5%) per equity share of Rs. 2/- for the financial year 2023-24.	Ordinary Resolution

***Dalmia Bharat Sugar and Industries Limited***

*4<sup>th</sup> Floor, Hansalaya Building, 15 Barakhamba Road, New Delhi – 110001, Delhi, India*

*T + 91 11 23465100 W [www.dalmiasugar.com](http://www.dalmiasugar.com) CIN: L15100TN1951PLC000640*

*Registered Office: Dalmiapuram, District Tiruchirapalli – 621651, Tamil Nadu, India*

*A **Dalmia Bharat Group** company, [www.dalmiabharat.com](http://www.dalmiabharat.com)*

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.	Ordinary Resolution
4	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 2024-25.	Ordinary Resolution
5	To consider and appoint of Mr. Neeraj Chandra (DIN: 00444694) as an Independent Director of the Company w.e.f. May 14, 2024.	Special Resolution
6	To consider and re-appoint Mrs. Amita Misra (DIN: 07942122) as an Independent Director of the Company w.e.f. July 10, 2024.	Special Resolution
7	To consider and appoint of Mr. Bharat Bhushan Mehta as a Strategic Advisor to the Company w.e.f. October 01, 2024.	Ordinary Resolution
8	To consider and appoint of Mr. Pankaj Rastogi (DIN: 10452835) as a Director of the Company liable to retire by rotation w.e.f. July 10, 2024.	Ordinary Resolution
9	To consider and appoint of Mr. Pankaj Rastogi as the Whole-time Director and CEO w.e.f. October 01, 2024.	Special Resolution

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**Scrutinizer(s) Report**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of the 72<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Dalmia Bharat Sugar and Industries Limited held on Wednesday, the 10<sup>th</sup> July, 2024 at 11:00 A.M. through Video Conferencing/other audio video means (VC/OAVM).**

Dear Sir,

I, Vikas Gera, proprietor of M/s Vikas Gera & Associates, Company Secretaries, having office at 417, 4<sup>th</sup> Floor, Suneja Tower, District Centre, Janak Puri, New Delhi-110058, was appointed by the Board of Directors of **Dalmia Bharat Sugar and Industries Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote electronic voting and electronic/insta voting at the AGM under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions contained in the notice calling the 72<sup>nd</sup> AGM. The 72<sup>nd</sup> AGM was held through video conferencing/other audio video means. ("e-AGM") on **Wednesday, the 10<sup>th</sup> July, 2024 at 11:00 A.M. upon presence of quorum and concluded at 11:30 A.M.**

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to remote e-voting and insta voting by the members on the resolutions proposed in the Notice calling the 72<sup>nd</sup> e-AGM of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated Scrutinizer's Report to the Chairman on the result of voting on the resolutions based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL) to the members and other participants at their platforms for participation in the e-AGM at <https://www.evoting.nsdl.com> and for e-voting at <https://www.evoting.nsdl.com>.
2. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facilities for voting through electronic means to all the Members who were eligible to participate in the remote e-voting.



3. The Cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for their approval was Wednesday, the 03<sup>rd</sup> day of July, 2024.
4. As prescribed in the Rules, the remote e-voting facility was kept open for three days from Sunday, the 07<sup>th</sup> day of July, 2024 (09:00 A.M.) till Tuesday, the 09<sup>th</sup> day of July, 2024 (05:00 P.M.).
5. Option for insta poll was provided to the members during the proceedings of e-AGM for 15 minutes after the conclusion of the proceedings of e-AGM.
6. On Wednesday, the 10<sup>th</sup> day of July, 2023 at the AGM, at 11:45 A.M. the voting through remote e-voting and e-voting/insta voting process was unblocked by me after conclusion of the time provided to the shareholders for insta voting, who had not e-voted earlier.
7. We submit our report as under:
  - i) **Ordinary Business for consider and adopt the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 prepared on Standalone and Consolidated basis and the Reports of the Auditors and Directors thereon., Votes in favour- 99.9449%, Votes against- 0.0538% and Abstain from Voting- 0.0013%.**
  - ii) **Ordinary Business for consider and declare final dividend of Rs. 1.25 per equity share of Rs. 2/- for the financial year 2023-24., Votes in favour- 99.9986%, Votes against-0.0001% and Abstain from Voting- 0.0013%.**
  - iii) **Ordinary Business for 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., Votes in favour- 99.4668%, Votes against- 0.5319% and Abstain from Voting- 0.0013%.**
  - iv) **Special Business for consider and ratify the remuneration of M/s R. J. Goel & Co., Cost Accountants, the Cost Auditors of the Company for the financial year 2024-25., Votes in favour-99.9977%, Votes against-0.0010% and Abstain from Voting- 0.0013%.**



- v) Special Business for consider and appoint Shri. Neeraj Chandra as an Independent Director., Votes in favour- 99.9652%, Votes against-0.0335% and Abstain from Voting- 0.0013%.
- vi) Special Business for consider and re-appoint Smt. Amita Misra as an Independent Director., Votes in favour- 99.9124%, Votes against-0.0863% and Abstain from Voting- 0.0013%.
- vii) Special Business for consider and appoint Shri Bharat Bhushan Mehta as a Strategic Advisor to the Company., Votes in favour- 98.8423%, Votes against-1.1564% and Abstain from Voting- 0.0013%.
- viii) Special Business for consider and appoint Shri. Pankaj Rastogi as a Director., Votes in favour- 98.9710%, Votes against-1.0277% and Abstain from Voting- 0.0013%.
- ix) Special Business for consider and appoint Shri Pankaj Rastogi as the Whole-time Director and CEO., Votes in favour- 98.8951%, Votes against-1.1036% and Abstain from Voting- 0.0013%.

8. The details of the above-mentioned result have been given in **Annexure-I**.

Place: New Delhi

Date: 10.07.2024

UDIN: F005248F000703308

For Vikas Gera & Associates  
Company Secretaries



(Vikas Gera)  
C.P. NO. 4500

Date of AGM – 10<sup>th</sup> July, 2024

**Total No. of Shareholders as on record date – 48536**

**1. Item No.1:**

Details of the voting result in respect of Ordinary Business passed for the audited Financial Statements of the Company for the financial year ended 31st March, 2024 prepared on Standalone and Consolidated basis and the Reports of the Auditors and Directors thereon:

**Mode of Voting: e-Voting & Insta-poll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	208	-	213	20	61528124	-	61528144	99.9449
Dissent	1	5	-	6	1	33129	-	33130	0.0538
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	213	5	224	21	61561253	813	61562087	100

**2. Item No.2:**

Details of the voting result in respect of Ordinary Business passed for final dividend of Rs. 1.25 per equity share of Rs. 2/- for the financial year 2023-24:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	213	-	218	20	61583971	-	61583991	99.9986
Dissent	1	1	-	2	1	75	-	76	0.0001
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100



**3. Item No.3:**

Details of the voting result in respect of Ordinary Business passed to appoint a director in place of Shri Gautam Dalmia (DIN 00009758), who retires by rotation and being eligible offers himself for re-appointment:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	194	-	199	20	61256453	-	61256473	99.4668
Dissent	1	20	-	21	1	327593	-	327594	0.5319
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100

**4. Item No. 4:**

Details of the voting result in respect of Special Business passed to ratify the remuneration of M/s R. J. Goel & Co., Cost Accountants, the Cost Auditors of the Company for the financial year 2024-25:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	208	-	213	20	61583422	-	61583442	99.9977
Dissent	1	6	-	7	1	624	-	625	0.0010
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100





**5. Item No.5:**

Details of the voting result in respect of Special Business passed to appoint Shri. Neeraj Chandra as an Independent Director:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	209	-	214	20	61563427	-	61563447	99.9652
Dissent	1	5	-	6	1	20619	-	20620	0.0335
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100

**6. Item No. 6:**

Details of the voting result in respect of Special Business passed to re-appoint Smt. Amita Misra as an Independent Director:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	207	-	212	20	61530913	-	61530933	99.9124
Dissent	1	7	-	8	1	53133	-	53134	0.0863
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100



**7. Item No. 7:**

Details of the voting result in respect of Special Business passed to appoint Shri Bharat Bhushan Mehta as a Strategic Advisor to the Company:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	173	-	178	20	60871903	-	60871923	98.8423
Dissent	1	41	-	42	1	712143	-	712144	1.1564
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100

**8. Item No. 8:**

Details of the voting result in respect of Special Business passed to appoint Shri. Pankaj Rastogi as a Director:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	176	-	181	20	60951116	-	60951136	98.9710
Dissent	1	38	-	39	1	632930	-	632931	1.0277
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100



**9. Item No. 9:**

Details of the voting result in respect of Special Business passed appoint Shri Pankaj Rastogi as the Whole-time Director and CEO:

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in percentage
	Insta-poll	e-voting	Abstain	Total	Insta-poll	e-voting	Abstain	Total	
Assent	5	175	-	180	20	60904418	-	60904438	98.8951
Dissent	1	39	-	40	1	679628	-	679629	1.1036
Invalid Votes	-	-	5	5	-	-	813	813	0.0013
Total	6	214	5	225	21	61584046	813	61584880	100

**RECOMMENDATION:** Items 1-9 specified in the notice of 72<sup>nd</sup> AGM have been passed with majority. You may accordingly declare the result of voting.

**Place: New Delhi**

**Date: 10<sup>th</sup> July, 2024**

**For Vikas Gera & Associates  
Company Secretaries**



**(Vikas Gera)  
C.P. No.4500**

**E-voting & Intsapoll:**

- We have prepared our report based on the input received from the agency appointed by the Company, i.e., National Securities Depository Limited, which has provided the facility to the members to cast their votes through remote e-voting or instapoll while attending the AGM.
- Shareholders who have attended the AGM, but not opted to cast their vote, have been considered as abstain votes in the report against the respective resolutions stated above.

**Place: New Delhi**

**Date: 10<sup>th</sup> July, 2024**

**For Vikas Gera & Associates  
Company Secretaries**



**(Vikas Gera)  
C.P. No.4500**

WITNESS:

*Viveik Arrol*

VIVEIK ARROL

*Jatin*

JATIN THUKRAL