

## DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

Registered Office: Dalmiapuram – 621 651, Distt. Tiruchirapalli, Tamil Nadu

Phone No. 04329-235132 Fax No. 04329-235111

CIN L15100TN1951PLC000640 Email: sec.corp@dalmiasugar.com

Website: www.dalmiasugar.com

### NOTICE

Notice is hereby given that the Seventy Second Annual General Meeting of the members of the Company will be held on Wednesday, July 10, 2024 at 11.00 a.m. through video conferencing/other audio video means ("VC/OAVM") to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company 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.
2. To consider and declare final dividend of Rs. 1.25 per equity share of Rs. 2/- for the financial year 2023-24.
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.

#### SPECIAL BUSINESS:

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 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 2024-25, amounting to Rs. 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."

5. **To consider and appoint Shri. Neeraj Chandra as an Independent Director 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 and 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. Neeraj Chandra (DIN 00444694), who was appointed as an Additional Director of the Company in the Independent Category with effect from May 14, 2024 and who holds such office upto the date of this Annual General Meeting 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 is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from May 14, 2024.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution."

6. **To consider and re-appoint Smt. Amita Misra as an Independent Director 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 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 and on recommendation of the Board of Directors based on the performance evaluation, Smt. Amita Misra (DIN 07942122), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for the second term of five consecutive years with effect from July 10, 2024.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution."

**7. To consider and appoint Shri Bharat Bhushan Mehta as a Strategic 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 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors approval be and is hereby accorded for the appointment of Shri Bharat Bhushan Mehta (DIN: 0006890), who is superannuating from his position as Whole - Time Director and CEO with effect from September 30, 2024 and would continue as a Non-Executive Non Independent Director of the Company liable to retire by rotation with effect from October 01, 2024, as a Strategic Advisor for a term of three years with effect from October 01, 2024 at a monthly Advisory Service Fee of Rs. 22.50 Lakh and other benefits and on such terms and conditions as approved by the Audit Committee and the Board of Directors.

**RESOLVED FURTHER THAT** Shri Bharat Bhushan Mehta shall be eligible for increase in his Advisory Service Fee or for any other lump sum fee as may be recommended by the Audit Committee and decided by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution."

**8. To consider and appoint Shri. Pankaj Rastogi as a 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 and 152 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, Shri. Pankaj Rastogi (DIN: 10452835), who was appointed as an Additional Director of the Company with effect from May 14, 2024 and who holds such office up to the date of this Annual General Meeting and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution."

**9. To consider and appoint Shri Pankaj Rastogi as the Whole-time Director and CEO 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 Pankaj Rastogi (DIN: 10452835) be and is hereby appointed as the Whole Time Director and Chief Executive Officer of the Company for a period of five years with effect from October 01, 2024, 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., October 01, 2024.

**b. Salary:**

Basic Salary: Rs. 10,00,000 per month.

**c. Allowances:**

Personal and other Allowances: Rs. 5,23,088 per month.

**d. Annual Increments:**

The annual increments to the remuneration shall fall due on 1<sup>st</sup> 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 of the Company, if any.

**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 Pankaj Rastogi as minimum remuneration.

**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 above, be terminated by either party by giving six months' notice or such other period as may be mutually agreed in writing.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, 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: May 14, 2024

**KEY INFORMATION**

S. No.	PARTICULARS	DETAILS
1	Link for attending live webcast of the Annual General Meeting ("AGM") through Video Conferencing ("VC")	<a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> or <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> (follow the steps mentioned in the notice)
2	Link for e-voting [remote/at the AGM]	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> or <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
3	Helpline number for VC and e-voting	<a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> and 022 - 4886 7000
4	Registrar and Share Transfer Agent	KFin Technologies Limited Unit: Dalmia Bharat Sugar and Industries Limited Mr. Bhaskar Roy E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; Contact No.: 040 - 6716 2222
5	Cut-off date for e-voting	Wednesday, July 03, 2024
6	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the authorised representative(s)	<a href="mailto:gera.consultant@gmail.com">gera.consultant@gmail.com</a> on or before July 08, 2024
7	Speaker registration and period for submission of questions, if any, in advance and e-mail address	Commences at 9 AM IST on Saturday, July 06, 2024 and ends at 5 PM IST on Tuesday, July 09, 2024 Post / send at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or <a href="mailto:sec.corp@dalmiasugar.com">sec.corp@dalmiasugar.com</a>
8	Remote e-voting period	Commences at 9 AM IST on Sunday, July 07, 2024 and ends at 5 PM IST on Tuesday, July 09, 2024
9	Last date for publishing results of e-voting	Friday, July 12, 2024 at <a href="http://www.dalmiasugar.com">www.dalmiasugar.com</a>

**Notes:**

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Item nos. 4 to 9 of the Notice set out above, is annexed hereto.
- Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020 and No. 09/2023 dated September 25, 2023, ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 respectively, ("SEBI Circulars") and Secretarial Standard on General Meeting ("SS-2"), have permitted convening the Annual General Meeting ("AGM"/Meeting) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue till September 30, 2024.
- The AGM of the Company is accordingly being held through VC/OAVM, herein after called as "e-AGM". The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto. Further, in terms of the MCA Circulars and SEBI Circulars the Notice of 72<sup>th</sup> AGM along with Annual Report 2023-24 is being sent in electronic form only to those members whose email IDs are registered with the Company/Depositories.
- The Company has appointed National Securities Depository Limited ("NSDL") to provide VC facility for the e-AGM and the attendant enablers for conducting the e-AGM.
- Pursuant to the MCA Circulars:
  - Members can attend the e-AGM through log in credentials provided to them to connect to VC. Physical attendance of the Members at the e-AGM is not required.
  - Appointment of proxy (ies) to attend and cast vote on behalf of the Member(s) is not available.
  - Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice.
- Up to 1000 Members will be able to join on a First In First Out ("FIFO") basis the e-AGM of the Company.
- There is no restriction on account of FIFO entry into e-AGM for the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors etc.

9. The attendance of the Members attending the e-AGM through log in will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency namely NSDL.
11. Voting at the e-AGM: Members who could not vote through remote e-voting may do the e-voting at the e-AGM.
12. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at [www.dalmiasugar.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility), i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
13. All documents referred to in the Notice and the Explanatory Statement and the prescribed registers including the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013, shall be available for inspection electronically during the e-AGM.
14. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, July 03, 2024. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
15. The Board of Directors has appointed M/s Vikas Gera & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and send the same to the Chairperson or a person authorized by him in writing who shall countersign the same.
17. The results shall be declared by the Chairperson of AGM or any other Director in his absence. The Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).
18. The results alongwith the Scrutinizer's Report shall be placed on the Company's website [www.dalmiasugar.com](http://www.dalmiasugar.com) and communicated to the Stock Exchanges where the Company's shares are listed and also displayed in the Notice Board at the Registered Office of the Company, within two working days of conclusion of e-AGM.
19. The forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on Company's website <https://www.dalmiasugar.com/investors/>. Members holding shares in electronic form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s).
20. In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), dividends not encashed/claimed within seven years from the date of declaration are transferred to the Investor Education and Protection Fund (IEPF). Further, as per the IEPF Rules, shares of Members whose dividends remain unpaid/unclaimed for a period of seven consecutive years or more are transferred to the demat account of IEPF established by the Central Government. The Members, whose dividends/shares are transferred to the IEPF, can claim their shares/dividends from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://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.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The final dividend of Rs. 1.25/- per paid up equity share of Rs. 2/- for the year ended March 31, 2024, as recommended by the Board, if declared at the AGM, will be payable to those members whose names appear in the Register of Members / beneficial position in the depository records for the Company as on the Record Date, i.e., July 03, 2024. Dividend will be paid within 30 days from the date of AGM.
23. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of members w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to members at the rates prescribed in the Income-Tax Act, 1961 (the IT Act). For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Company/ KFin Technologies Limited (in case of shares held in physical mode) and Depositories Participants (in case of shares held in demat mode).

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The Remote e-voting will begin on Sunday, July 07, 2024 starting at 9 AM and ends at 5 PM IST on Tuesday, July 09, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 03, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 03, 2024.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below: -**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>



Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for evoting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/ Member' section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.com](mailto:evoting@nSDL.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".



3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: NSDL - 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [sec.corp@dalmiasugar.com](mailto:sec.corp@dalmiasugar.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [sec.corp@dalmiasugar.com](mailto:sec.corp@dalmiasugar.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to

update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [Khanna.aashima@dalmiasugar.com](mailto:Khanna.aashima@dalmiasugar.com); [sec.corp@dalmiasugar.com](mailto:sec.corp@dalmiasugar.com). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.



## Explanatory Statement

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

### Item No. 4:

In terms of Section 148 of the Companies Act, 2013, the Board of Directors of the Company has in its meeting held on May 14, 2024, 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 2024-25 to audit the cost records of the Company.

The Board has also approved and recommended a remuneration of Rs. 3,75,000/-, besides applicable taxes and reimbursement of travel and other out of pocket expenses, payable to the Cost Auditors for conducting the Cost Audit subject to ratification by the members in terms of Section 148(3) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, directly or indirectly, in the Resolution set out at Item No. 4.

The Directors recommend the Resolution set out at Item No. 4 to be passed as an Ordinary Resolution.

### Item No. 5:

The Board of Directors had, at its meeting held on May 14, 2024, appointed Shri Neeraj Chandra as an Additional Director in the Independent Category for a term of five consecutive years.

In terms 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, approval of Shareholders is required for his appointment as a Director in Independent Category for a term of five consecutive years with effect from May 14, 2024.

Shri Neeraj Chandra is an Electrical Engineer from IIT Kanpur and an MBA from the Indian Institute of Management, Ahmedabad and has a leadership experience of over 40 years across Healthcare, Fintech and New Services. In his professional career, he has held senior leadership positions inter-alia in Unilever, Britannia and Emami.

The Company has received from Shri Neeraj Chandra inter-alia his consent of to act as an Independent Director of the Company, 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 Neeraj Chandra, 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. 5.

The Directors recommend the Resolution set out at Item No. 5 to be passed as an Special Resolution.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 on General Meetings as prescribed by the Institute of Company Secretaries of India is provided in **Annexure 1**.

### Item No. 6:

Smt. Amita Misra was appointed as an Independent Director on the Board of the Company for a term of five year at the 67<sup>th</sup> Annual General Meeting of the Company held in 2019. Her term as Independent Director is upto this Annual General Meeting. It is proposed to re-appoint her for another term of five years so as to hold office as such till the conclusion of the 77<sup>th</sup> Annual General Meeting of the Company to be held in 2029.

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. Keeping in view the experience and contributions made by Smt. Amita Misra during her first term as Independent Director of the Company, she is proposed to be re-appointed as an Independent Director.

The Company has received from Smt. Amita Misra inter-alia her consent of to act as an Independent Director of the Company, 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.

The Board of Directors had, in its meeting held on February 02, 2024, carried out performance evaluation of all the Directors including Smt. Amita Misra and her re-appointment as an independent director is recommended by the Board on the basis of performance evaluation, in terms of Schedule IV of the Companies Act, 2013.

Except Smt. 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. 6.

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

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 on General Meetings as prescribed by the Institute of Company Secretaries of India is provided in **Annexure 1**.

### Item No. 7

Shri Bharat Bhushan Mehta, who has requested to be superannuated from his position as Whole Time Director and CEO with effect from September 30, 2024 due to age and other personal commitments and who would continue as a Non-Executive Non-Independent Director of the Company liable to retire by rotation with effect from October 01, 2024 is proposed to be appointed as a Strategic Advisor to the Company with effect from October 01, 2024 for a period of three years.

Shri Bharat Bhushan Mehta, aged 70 years, is B. Com (Hons.) and a Fellow Member of the Institute of Chartered Accountants of India 1976 with 29<sup>th</sup> All India Rank. He has more than 45 years of experience in the field of Accounts, Finance, Commercial, Projects, Operations and General Management in sugar and allied businesses.

In view of long and rich industry experience and his association with the Company of over 45 years, his appointment as the Strategic Advisor would be beneficial and in the best interests of the Company.

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.

The appointment of Shri Bharat Bhushan Mehta as Strategic Advisor, while continuing as Non-Executive Non-Independent Director, would be an office or place of profit in the Company. The said appointment would be in the ordinary course of business and at arm's length basis.

Except Shri 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. 7.

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

### Item No. 8 & 9:

Shri Pankaj Rastogi currently acting as the CEO (Sugar Business) of the Company has been associated with the Company for over 23 years and has had an all-round experience of sugar sector during this period and is widely acknowledged as a thought leader in the industry.

He is a mechanical engineer from IIT with a post-graduation in management from IIM, Ahmedabad and brings strong theoretical and practical background, professional ethics & values to the job. He has been instrumental in achieving excellence in operational

metrics and transforming business to a leadership position in the industry.

Shri Pankaj Rastogi was appointed as an additional director by the Board of Directors at its meeting held on May 14, 2024 and he is proposed to be appointed as a Director by the shareholders in terms of Section 152 of the Companies Act, 2013 with immediate effect. The Company has received from Shri Pankaj Rastogi inter-alia his consent to act as Director of the Company and 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.

Further, in view of the superannuation of Shri Bharat Bhushan Mehta as Whole-time Director and CEO with effect from September 30, 2024, it is proposed to appoint Shri Pankaj Rastogi as the Whole Time Director and Chief Executive Officer of the Company for a period of five years with effect from October 01, 2024. His office shall be liable to determine by retirement by rotation.

Shri Pankaj Rastogi holds Nil shares in the Company and he would be functioning in a professional capacity.

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

Except Shri Pankaj Rastogi, none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolutions set out at item no. 8 & 9.

The Directors recommend the Resolution set out at Item No. 8 to be passed an Ordinary Resolution and the Resolution set out at Item No.9 to be passed as Special Resolution.

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

#### I. General Information:

1. Nature of Industry: Manufacturers of sugar, distillery products, co-generation 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 6 decades. Thereafter it started the business of sugar in the year 1994 and major expansion of sugar capacity, cogeneration and distillery happened in the year 2007 – 08.
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. in crores)

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Turnover/other income	3,006.86	3,252.08	2,899.37
Profit/Loss before Tax	377.62	355.57	362.66
Profit/Loss after Tax	293.64	250.07	271.72

## Export performance and foreign exchange collaborations:

(Rs. in crores)

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Export Turnover	757.01	636.18	Nil

## 5. Foreign investments or collaborators, if any: No foreign collaboration is involved.

**II. Information about the appointees:****Background details:**

Shri Pankaj Rastogi, aged about 60 years, is a mechanical engineer from IIT, Kharagpur with a post-graduation in management from IIM, Ahmedabad. He has about 35 years of experience in the field of Operations and General Management in sugar and allied businesses.

He has been associated with the Dalmia Bharat Group for more than 23 years and has contributed to the growth of the Company.

**Past remuneration:**

The remuneration (CTC) of Shri Pankaj Rastogi during FY 2023-24 in Dalmia Bharat Sugar and Industries Limited was Rs. 2.36 Crore.

**Recognition or award:**

Awarded as a Distinguished speaker by UP Sugar Mills Association.

## 4. Job profile and suitability:

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

## 5. Remuneration proposed: As per proposed Special Resolution.

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

The Remuneration is as per market standard.

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

Shri Pankaj Rastogi 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.

**III. Other Information:**

Reasons of loss or inadequate profits.

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

Steps taken or proposed to be taken for improvement.

The Company has cogeneration plants and also distillery(ies), the Company is also venturing into B2C market so as to have revenues from these activities to reduce the price pressure. The Company is also making its efforts in improving its productivity by ensuring the sowing of the right varieties of sugarcane.

Expected increase in productivity and profits in measurable terms.

It is expected to increase in the turnover / sales and profits due to favourable industry conditions and continuous efforts made by the Company in the direction.

The Board accordingly recommends the passing of the Special Resolution.

As stated above, except Shri Pankaj Rastogi, the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 & 9.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 on General Meetings as prescribed by the Institute of Company Secretaries of India is provided in **Annexure 1**.

## Annexure - 1

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 on General Meetings as prescribed by the Institute of Company Secretaries of India.

Name of Director	Neeraj Chandra	Amita Misra	Pankaj Rastogi
Director Identification Number	00444694	07942122	10452835
Date of Birth	13/09/1958	07/07/1955	15/02/1964
Age	66	69	60
Nationality	Indian	Indian	Indian
Date of Appointment	14.05.2024	10.07.2024	Appointment as Additional Director – 14/05/2024 Appointment as Director – 10/07/2024  Appointment as Whole Time Director and CEO – 10/10/2024
Qualification	Electrical Engineer from IIT Kanpur and an MBA from the Indian Institute of Management, Ahmedabad.	Post Graduate Degree in Economics from Rajasthan University	Mechanical Engineer from IIT, Kharagpur with a post-graduation in management from Institute of Management, Ahmedabad
Experience & expertise in specific functional area	Experience of over 40 years across Healthcare, Fintech and New Services.	Experience of 40 years in senior positions in the Government of India and the United Nations (the Vienna based United Nations Industrial Development Organization/UNIDO)	23 years of all-round experience in the sugar sector
Profile	Mr. Neeraj Chandra is an alumnus of IIM Ahmedabad and an Electrical Engineer from IIT Kanpur. He has a proven track record of driving growth, building businesses and mentoring excellence at companies such as Hindustan Unilever, Pond's, Britannia and Emami. Over a career spanning more than 20 years at Unilever, he progressed from a management trainee to a regional director for Asia. He also served as the Vice President and Chief Operating officer at Britannia and as the CEO of Emami's Consumer Care Division, where he collaborated with dynamic promoters to transform the organization.	Ms. Amita Misra, 68, 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 or UNIDO).  During her career spanning nearly 4 decades, she had various important responsibilities in the Government which included assurance of financial accountability, governance, internal controls, effectiveness of government programmes and public	Mr. Pankaj Rastogi has been with the company for over 23 years. During this period, he has gained extensive experience in the sugar sector and is widely acknowledged as a thought leader in the industry. He brings a strong background, professional ethics and values to his role.  Mr. Rastogi has been instrumental in achieving excellence in operational metrics and in transforming the business into an industry leader. He is an active member of several industry forums, contributing to significant policy and regulatory changes, particularly in the renewable energy sector. He serves on the Governing Council of the Co-Generation Association of India and leads the UP-Sugar Mills Co-Generation Association.



Name of Director	Neeraj Chandra	Amita Misra	Pankaj Rastogi
Terms and conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn, if applicable	Appointed for a term of five years as an Independent Director with effect from May 14, 2024 and eligible for Sitting Fee and Profit related Commission as may be decided by the Board of Directors from time to time within the prescribed limits.	goods, analysis of policies, objectives, programmes and effectiveness of delivery mechanisms. 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. Re-appointment for a term of five years as an Independent Director with effect from July 10, 2024 and eligible for Sitting Fee and Profit related Commission as may be decided by the Board of Directors from time to time within the prescribed limits.	Appointment for a term of five years as Whole-time Director and CEO with effect from October 01, 2024 at a remuneration as detailed in the proposed Special Resolution. Remuneration last drawn was Rs. 2.36 Crore (CTC) during 2023-24.
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	NIL	NIL	NIL
No. of meetings of the Board attended during the year	-	8	-
Name of other Companies in which directorship held	<ul style="list-style-type: none"> <li>Hindustan Foods Limited</li> <li>Innoviti Technologies Limited</li> <li>Indian Gas Exchange</li> </ul>	<ul style="list-style-type: none"> <li>Welspun Corp Limited</li> <li>Welspun Specialty Solutions Limited</li> <li>Welspun Tradings Limited</li> </ul>	Baghaulti Sugar and Distillery Limited
Chairman/Member of the Committees of Board of Directors of the Company	<ul style="list-style-type: none"> <li>Stakeholders Relationship Committee (Chairperson)</li> <li>Nomination and Remuneration Committee (Member)</li> <li>Audit Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>Corporate Social Responsibility (Chairperson)</li> <li>Nomination and Remuneration Committee (Chairperson)</li> <li>Audit Committee (Chairperson)</li> </ul>	<ul style="list-style-type: none"> <li>Corporate Social Responsibility (Member)</li> <li>Risk Management Committee (Member)</li> <li>Audit Committee (Member)</li> <li>Stakeholders Relationship Committee (Member)</li> </ul>



Name of Director	Neeraj Chandra	Amita Misra	Pankaj Rastogi
Chairman/Member of the Committees of Board of Directors of other Companies	Hindustan Foods Limited Stakeholders Relationship Committee – Chairperson Indian Gas Exchange Audit Committee - Member	Welspun Corporation Limited Nomination and Remuneration Committee – Member Audit Committee – Member Risk Management Committee – Chairperson Welspun Specialty Solutions Ltd Nomination and Remuneration Committee – Member Audit Committee – Member Risk Management Committee – Member Stakeholders Relationship Committee - Member	Nil