

NOTICE

NOTICE is hereby given that the Sixty Fifth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at the Community Centre Premises, Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on Thursday, August 31, 2017 at 10.00 a.m. to transact the following business:

1. To consider and adopt the (a) audited Standalone Financial Statements for the year ended March 31, 2017, and the Reports of the Directors and Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended March 31, 2017 and the Report of the Auditors' thereon.
2. To declare a dividend of ₹ 2.00 (100%) per equity share of ₹ 2/- each for the financial year ended March 31, 2017.
3. To appoint a Director in place of Shri T. Venkatesan (DIN 00124050), who retires by rotation and is eligible for re-appointment.
4. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:-

“ **RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 read with the applicable Rules, NSBP & Co., Chartered Accountants, (Firm Regn. No. 007105N), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of next sixth Annual General Meeting, subject to the ratification of their appointment by members at every Annual General Meeting, on payment of such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee of the Company, besides taxes, as applicable and reimbursement of travel and other out-of-pocket expenses incurred by them for the purpose of audit.”

AS SPECIAL BUSINESS

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

“ **RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any of the Companies Act, 2013 read with the applicable rules, the remuneration of HVMN & Associates, Cost Accountants (Firm Regn. No. 000290), appointed by the Board on the recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2018, at ₹ 3,30,000/- plus taxes as may be applicable and reimbursement of travelling and other out of pocket expenses incurred by them for the purposes of conduct of such cost audit be and is hereby ratified.”

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

“ **RESOLVED THAT** the commission, salary and perquisites (other than contribution to provident fund, superannuation fund and gratuity fund) payable to Shri Jai Hari Dalmia (DIN 00009717), Managing Director designated as Vice-Chairman of the Company, on the Net Profits of the Company computed under section 198 of the Companies Act, 2013, be fixed at upto 5% of the Net Profits, effective April 1, 2016 till March 31, 2017.”

provisions, if any, of the Companies Act, 2013 and subject to the approval of the Central Government, if required, the Company hereby approves the revision in remuneration payable to Shri Jai Hari Dalmia (DIN 00009717), the Managing Director designated as Vice Chairman of the Company, with effect from April 1, 2017, on the salary, perquisites, etc. as set out in the deed of variation dated June 15, 2017 to the agreement dated August 10, 2016, entered into between the Company and Shri Jai Hari Dalmia.

RESOLVED FURTHER THAT the aforesaid remuneration be considered as the minimum remuneration payable to him in the event of loss or inadequacy of profits in any financial year, provided however that the minimum remuneration for the financial year commencing on April 1, 2018 onwards be the aforesaid figures as increased by the annual increments granted to the Managing Director by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the agreement, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof or any further amendments/ substitution thereto and any guidelines or notifications on managerial remuneration which may be issued or any rules that may be prescribed by the Central Government from time to time, and acceptable to Shri Jai Hari Dalmia."

9. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

" **RESOLVED THAT** pursuant to the provisions of section 197, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Central Government, if required, the Company hereby approves the revision in remuneration payable to Shri Gautam Dalmia (DIN 00009758), the Managing Director of the Company, with effect from April 1, 2017, on the salary, perquisites, etc. as set out in the deed of variation dated June 15, 2017 to the agreement dated August 10, 2016, entered into between the Company and Shri Gautam Dalmia.

RESOLVED FURTHER THAT the aforesaid remuneration be considered as the minimum remuneration payable to him in the event of loss or inadequacy of profits in any financial year, provided however that the minimum remuneration for the financial year commencing on April 1, 2018 onwards be the aforesaid figures as increased by the annual increments granted to the Managing Director by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the agreement, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof or any further amendments/ substitution thereto and any guidelines or notifications on managerial remuneration which may be issued or any rules that may be prescribed by the Central Government from time to time, and acceptable to Shri Gautam Dalmia."

By Order of the Board of Director



Isha Kalra
Company Secretary
Membership No. - ACS24748

Place: New Delhi
Dated : May 5, 2017

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote, on a poll, in his/her stead. Proxy form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The Register of Members of the Company will remain closed from August 25, 2017 to August 31, 2017 (both days inclusive).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
4. Members are requested to notify immediately the change in their address, if any, to the Depository Participant (in case shares are held in Demat Form) or Registrars and Share Transfer Agents/Registered Office of the Company (in case shares are held in physical form). Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.

5. In view of the "Green Initiative in Corporate Governance" introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 21-04-2011, *all members who are holding shares of the Company in physical mode*, are requested to register their e-mail ids and consents to receive the future notices and annual reports by e-mail, so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc., through e-mails., i.e., in electronic mode instead of sending physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with Depository Participants (DPs), are requested to register/ update their e-mail IDs with their respective DPs.
6. Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Company/DPs for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017 is being sent in the permitted mode.
7. Electronic copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Proxy Form is being sent in the permitted mode.
8. The Company has made arrangements with M/s Karvy Computershare Private Limited for providing remote voting facility through electronic means the details of which are mentioned on the reverse of the covering letter.
9. All documents referred to in the accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
10. Dalmiapuram can be reached by taking a Bus (Route No. 91 from Chattram Bus Stand, Tiruchirapalli or by any Bus going to Ariyalur or Chidambaram or Jayamkundam from the Chattram Bus Stand, Tiruchirapalli.

EXPLANATORY STATEMENT

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

Item No. 3:

Shri T. Venkatesan is a graduate in Economics and a member of the Institute of Chartered Accountants of India. He has over 35 years of experience in Sugar, Automobile, Metal and Cement industries. He is with Dalmia group since 2006 and is the Dy Managing Director of Dalmia Cement (Bharat) Limited. He has been a Director on Board of the Company since 2007.

He has an experience of a decade in one of the largest sugar producer in west Uttar Pradesh M/s. Triveni Engineering Limited. In his last assignment he was the CEO of M/s Sterlite Industries India Ltd as also the CEO and whole time director of M/s Vedanta Alumina Ltd. His expertise lies in accelerating growth and building organisational capability to ensure delivery of business goals.

He holds 2000 shares of the Company.

He is a Director and Committee member in the following Public Limited Companies:

S. No.	Directorship in Other Companies	Membership in Committees
1	Adhunik Cement Limited	Audit Committee- Chairman
2	Dalmia Cement (Bharat) Limited	Nil
3	DCB Power Ventures Limited	Nil
4	Adhunik MSP Cement (Assam) Limited	Nil
5	Khappa Coal Company Private Limited	Nil

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

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

This statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Shri T. Venkatesan, the appointee, none of the 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. 3.

Item No. 4:

In terms of the first proviso to Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies (Audit & Auditors) Rules, 2014, the retiring Auditors, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, has completed their two terms of 5 consecutive years each and also the cooling period of 3 years. In view of the same the Board of Directors on recommendation of the Audit Committee have proposed the appointment of NSBP & Co., Chartered Accountants, (Firm Regn. No. 007105N) as the Statutory Auditor of the Company for a term of 5 consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of the next sixth Annual General Meeting of the Company. The members are to approve such appointment and fix the remuneration as stated in terms of the Resolution aforesaid.

The Directors recommend the Resolution set out at item no. 4.

None of the 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. 4.

Item No. 5:

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

The remuneration of ₹3,30,000/- besides service tax and reimbursement of travelling and other out of pocket expenses fixed by the Board of Directors as being the fees payable to the Cost Auditor for conducting the Cost Audit, requires to be approved by the members in terms of Section 148(3) of the Companies Act, 2013.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

Item No. 6 and 7:

Keeping in view the profits for the year, the Board of Directors of the Company decided that it would be just and proper to remunerate the Shri Jai Hari Dalmia and Shri Gautam Dalmia, Managing Directors adequately by increasing their commission, salary and perquisites (other than contribution to provident fund, superannuation fund and gratuity fund) upto 5% of the Net Profits, allowed under the Companies Act, 2013 from upto 3% of net profits, fixed by the board earlier, effective from April 1, 2016 till the tenure ending on March 31, 2017 and January 15, 2017, respectively subject to the approval of the shareholders.

Accordingly, the Board recommends the Special Resolutions at item no. 6 and 7 for the approval of the Shareholders of the Company.

Shri Jai Hari Dalmia (holding 240000 Equity Shares of the Company) and Shri Gautam Dalmia (holding 151990 Equity Shares of the Company) being the Managing Directors have direct financial interest in the resolutions aforesaid as it relates to remuneration payable to them. Apart from Shri Jai Hari Dalmia and Shri Gautam Dalmia none of the Directors or the Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item no. 6 & 7.

Item No. 8 and 9:

The shareholders of the Company in the Annual General Meeting held on September 9, 2016 approved the re-appointment of Shri Jai Hari Dalmia as Managing Director designated as Vice Chairman and Shri Gautam Dalmia as Managing Director of the Company with effect from April 1, 2017 and January 16, 2017, respectively, for a period of five years. The Managing Directors of the Company are eligible for salary including basic salary, allowances and perquisites as per his terms of appointment and remuneration approved by the shareholders at the said Annual General Meeting.

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on May 5, 2017 approved the increase in remuneration of Shri Jai Hari Dalmia and Shri Gautam Dalmia with effect from April 1, 2017 till the period of their appointment. The Board is of the opinion that under their dynamic and continuous leadership, the Company would grow further and achieve better results in the years to come. Following are the revised terms and conditions for payment of remuneration to Shri Jai Hari Dalmia and Shri Gautam Dalmia, respectively:-

I. Shri Jai Hari Dalmia:

A. Salary:

Basic: ₹ 6,00,000/- per month

Special Pay: ₹ 1,75,000/- per month

B. 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 the recommendation of the Nomination and Remuneration Committee, so however that such amount shall not exceed 30% of the Salary.

C. Perquisites:

In addition to salary, perquisites specified hereunder shall be allowed:

(i) Provident Fund, Superannuation Fund and Gratuity:

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee) and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

(ii) Leave/Encashment of Leave:

Leave as per the applicable rules of the Company. Leave accumulated in the past when the appointee was an employee of the Company shall be carried forward and be available for encashment as per the applicable rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

(iii) Car and Telephone:

The Company shall provide two cars, expenditure on fuel, maintenance, insurance, repairs and salaries of two drivers plus telephone at his residence.

D. 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.

E. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of tenure of the agreement, the appointee shall be paid salary and perquisites as specified above as enhanced by the increments, so however that such minimum remuneration shall not exceed the limit prescribed in Part II of Schedule V of the Companies Act, 2013 or as may be approved by the Central Government, if required.

F. Other Terms and Conditions:

- (a) The appointee shall be permitted to hold office as the Managing Director of Dalmia Bharat Limited in addition to the offices being held by him in this Company and the aggregate remuneration of the appointee drawn 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 the appointee shall be decided by the Companies, inter se.
- (b) The appointee shall be entitled to Privilege and General leave on full pay and allowances as per the applicable rules of the Company. Accumulated leave not availed of since the date of his appointment as above will be permitted to be encashed as per the applicable rules of the Company.
- (c) The appointee shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- (d) The headquarters of the appointee shall be at New Delhi or at such other place as may be required, from time to time, and the appointee shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (e) The appointee shall not, so long as he function as such, become interested or otherwise concerned directly or through their wife, sons or unmarried daughters, in any selling agency of the Company in future, without the prior approval of the Central Government.

- (f) The Agreement may notwithstanding the period of five years mentioned in clause A hereof, be terminated by either party by giving to the other three month's notice in writing."

II. Shri Gautam Dalmia:-

A. Salary:

Basic: ₹ 24,00,000/- per month

Special Pay: ₹ 8,70,000/- per month

B. 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, so however that such amount shall not exceed 30% of the Salary.

C. Perquisites:

In addition to salary, perquisites specified hereunder shall be allowed:

- (i) Provident Fund, Superannuation Fund and Gratuity:

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee) and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

- (ii) Leave/Encashment of Leave:

Leave as per the applicable rules of the Company. Leave accumulated in the past when the appointee was an employee of the Company shall be carried forward and be available for encashment as per the applicable rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

- (iii) Car and Telephone:

The Company shall provide two cars, expenditure on fuel, maintenance, insurance, repairs and salaries of two drivers plus telephone at his residence.

D. 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.

E. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of tenure of the agreement, the appointee shall be paid salary and perquisites as specified above as enhanced by the increments, so however that such minimum remuneration shall not exceed the limit prescribed in Part II of Schedule V of the Companies Act, 2013 or as may be approved by the Central Government, if required.

F. Other Terms and Conditions:

- (a) The appointee shall be permitted to hold office as the Managing Director of Dalmia Cement (Bharat) Limited in addition to the offices being held by him in this Company and the aggregate remuneration of the appointee drawn 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 the appointee shall be decided by the Companies, inter se.
- (b) The appointee shall be entitled to Privilege and General leave on full pay and allowances as per the applicable rules of the Company. Accumulated leave not availed of since the date of his appointment as above will be permitted to be encashed as per the applicable rules of the Company.
- (c) The appointee shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- (d) The headquarters of the appointee shall be at New Delhi or at such other place as may be required, from time to time, and the appointee shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.

- (e) The appointee shall not, so long as he function as such, become interested or otherwise concerned directly or through their wife, sons or unmarried daughters, in any selling agency of the Company in future, without the prior approval of the Central Government.
- (f) The Agreement may notwithstanding the period of five years mentioned in clause A hereof, be terminated by either party by giving to the other three month's notice in writing."

The under mentioned details are being given in compliance with the requirements of Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of Industry

Manufacturers of sugar, distillery products and dead burnt magnesite.

2. Date of commencement of commercial production:

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

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable.

4. Financial performance based on given indicators:

₹ crore

	2014-15	2015-16	2016-17
Turnover/Other Income	1166.00	1187.86	1697.76
Profit/Loss before tax	0.28	47.46	238.15
Profit/Loss after tax	1.48	58.45	183.42

Export performance and net foreign exchange collaborations:

₹ crore

	2014-15	2015-16	2016-17
Export Turnover	1.34	18.85	0.32

5. Foreign investments or collaborators, if any:

No foreign collaboration is involved.

II. Information about the appointees:

1. Background details:

Shri Jai H. Dalmia holds a B.E. degree in Electrical Engineering from Jadavpur University and a Master's degree in Electrical Engineering from the University of Illinois, Urbana Champagne. He has more than 42 years of experience cutting across various industries which includes wide knowledge and experience of refractory, sugar and cement businesses. Shri Jai Hari Dalmia is deeply involved in research and development having personally received several patents. He has been associated with the Company more than 4 decades and have contributed to the growth of the Company.

Shri Gautam Dalmia, holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. He has 22 years of experience in the cement and sugar industries. He was part of the team that led the diversification of the Company into sugar business in 1994. He was personally responsible for implementing a new strategy to turnaround the sugar business. He has led the effort to design and implement the Company's integrated sugar, ethanol and cogeneration business. He is directly responsible for managing the sugar business and is leading all operations and execution of the projects.

2. Past remuneration:

₹ crore

Name	Name of the Company		
	Dalmia Bharat Sugar and Industries Limited	Dalmia Bharat Limited	Dalmia Cement (Bharat) Limited
Shri Jai Hari Dalmia	8.50	1.77	-
Shri Gautam Dalmia	9.62	-	3.16

3. Recognition or award:

None.

4. Job profile and suitability:

Both above mentioned persons are entrusted with substantial powers of management of the Company and, in particular, are responsible for managing the entire area of operations of the businesses of the Company. They have several years of experience in various Industries and have the expertise in accelerating growth and building organizational capability to ensure delivery of business goals.

5. Remuneration proposed:

The proposed remuneration has been detailed above for the members.

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

Comparative figures of remuneration to Managing Directors/Executive Directors paid by Companies in India of similar size during financial year 2015-16 are given below:

₹ crore		
Name of the Company	Turnover	Total remuneration including retirement benefits
Dwarikesh Sugar Industries Limited	802.96	3.33
Dhampur Sugar Mills Limited	2207.44	2.92

The appointees are residents of India.

Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any.

Shri Jai Hari Dalmia (holding 240000 Equity Shares) and Shri Gautam Dalmia (holding 151990 Equity Shares) being the appointees have direct financial interest in the resolutions aforesaid as it relates to remuneration payable to them. Apart from Shri Jai Hari Dalmia and Shri Gautam Dalmia none of the Directors or the Key Managerial Personnel or their relatives are financially or otherwise interested in the resolutions set out in items no.8 and 9.

III. Other Information:

1. Reasons of loss or inadequate profits.

The sugar industry is a controlled industry and is dependent on good agro climatic conditions for its success. The industry constantly faces price pressures imposed by the Government policies as a result of which there are likely to be losses or inadequate profits during their tenure of appointment.

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

The Company has put up cogeneration plants at its project sites and also a distillery 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.

3. 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.

The Board accordingly recommends the passing of these Special Resolutions.

Copies of the deed of variation entered into between the Company and each of Shri Jai Hari Dalmia and Shri Gautam Dalmia are open for inspection at the Registered Office of the Company.

As stated above, except Shri Jai Hari Dalmia and Shri Gautam Dalmia, the appointees, 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 Nos. 8 and 9.

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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

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

CIN L26942TN1951PLC000640 Email:invhelp@dalmiasugar.com Website:www.dalmiasugar.com

FORM NO. MGT-11 (Proxy Form)

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

Name of the Member:

Registered Address:

E-Mail ID:

Folio No./Client ID:

DP ID:

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

1. Name:

Address:

E-Mail ID:

Signature:

or failing him

2. Name:

Address:

E-Mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, August 31, 2017 at 10.00 a.m. at the Registered Office of the Company at community centre premises Dalmiapuram - 621651, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*	Agenda item	Vote*
No. 1		No. 6	
No. 2		No. 7	
No. 3		No. 8	
No. 4		No. 9	
No. 5			

Signed this..... day of, 2017

Affix One
Rupee Revenue
Stamp

Signature of Shareholder:

Signature of Proxy holder:

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

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

BOOK POST

To, *Dalmia Bharat Sugar and Industries Limited*
Dalmiapuram-621 651
Dist. Tiruchirapalli
Tamil Nadu

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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

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

CIN L26942TN1951PLC000640 Email: invhelp@dalmiasugar.com Website: www.dalmiasugar.com

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

Dear Shareholder(s),

Please find enclosed the Notice convening the Sixty Fifth Annual General Meeting of Dalmia Bharat Sugar and Industries Limited (the Company) to be held on Thursday, the August 31, 2017 at 10.00 a.m. at the community centre premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu together with the Annual Report for the year ended March 31, 2017.

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

The remote e-voting particulars are as under:

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

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting: Monday, August 28, 2017 (9:30 am)

End of e-voting: Wednesday, August 30, 2017 (5:00 pm)

The cut off date for the purposes of remote e-voting and voting at the meeting is Thursday, August 24, 2017.

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

For Dalmia Bharat Sugar and Industries Limited



(Isha Kalra)

Company Secretary

ACS-24748

1. The instructions for remote e-voting are as under:
 - A In case a Member receives the notice convening the Annual General Meeting through an email from Karvy [for members whose email ids are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and password mentioned overleaf). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. First time users will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Sugar and Industries Limited."
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" then such electronic vote shall be treated as "ABSTAIN/INVALID" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as "abstained".
 - x. Cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the all Resolution(s).
 - xii. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID: office@roseconsultants.in, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - B In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
 - i. User ID and initial password as provided overleaf.
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
 - C. In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e .August 24, 2017, the member may write to the Karvy on the email Id.sridhar.balamurli@karvy.com or to Shri Sridhar Balamurli, Contact No. 040-67161563 , at (Unit: Dalmia Bharat Sugar and Industries Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
2. The remote e-voting period commences on Monday, August 28, 2017 (9:30 am) and ends on Wednesday, August 30, 2017(5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being August 24, 2017 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the resolution is cast by the shareholder, he/ she shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically may participate in the AGM but shall not be allowed to vote again.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel. No. 18003454001 (toll free).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 24, 2017.
6. The Board of Directors has appointed **Mr. Harish Khurana, Practicing Company Secretary**, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
7. The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Physical Ballot for all businesses specified in the accompanying Notice.
8. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and handover the same forthwith to the Chairman or a person authorized by the Board who shall countersign the same.
9. The Results shall be declared forthwith by the Chairman or a person authorized by Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).
10. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.dalmiasugar.com and on the website of Karvy, <http://evoting.karvy.com> within 48 hours from the declaration of results of voting and shall also be communicated to the Stock Exchanges where the Company's shares are listed as also displayed in the Notice Board at the Registered Office of the Company.

