



Dharani Sugars and Chemicals Limited

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GST No : 33AAACD1281F1Z7 | TIN NO:33061502443 | CST No : 818529/19.11.87

CIN No : L15421TN1987PLC014454, Website : www.dharaanisugars.in

DSCL/SE/Proceedings/37th AGM 2023-24 /2024

September 10 2024

To

BSE Limited P J Towers, Dalal Street Mumbai – 400 001 Scrip Code : 507442	National Stock Exchange of Indian Limited Exchange Plaza Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Symbol : DHARSUGAR
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Sub : Proceedings of 37th Annual General Meeting for the Financial year 2023-24 held on 10th September 2024 pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Dharani Sugars and Chemicals Ltd – BSE – Scrip Code: 507442 and NSE-Symbol: DHARSUGAR.

Dear Sir / Madam,

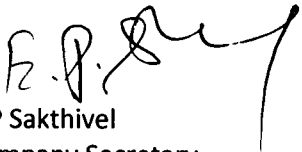
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(the "Regulations"), please find enclosed the proceedings of 37th Annual General Meeting for the Financial year 2023-24 held on **10th September 2024 at 03.00 p.m. (IST)** along with Chairman Speech through Video Conferencing / Other Audio Visual Means ("VC/OAVM")

This is also being made available at the website of the Company i.e www.dharaanisugars.com

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For Dharani Sugars and Chemicals Limited


E P Sakthivel
Company Secretary

Enc.: as above

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Dharani Sugars and Chemicals Limited

Date of AGM – 10-09-2024

Proceedings of the 37th Annual General Meeting.

The 37th Annual General Meeting of the Company for the Financial year 2023-24 was held on Tuesday, September 10, 2024 at 03.00 p.m. through Video Conferencing ("VC") Other Audio-Visual Means (OAVM. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI').

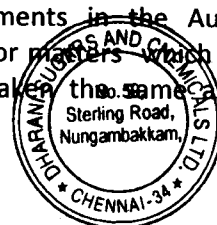
The following Directors were present at the 37th Annual General Meeting of the Company through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

Sl.No	Name of the Directors	Designation
01	Dr Palani G Periasamy	Executive Chairman
02	Mrs Visalakshi Periasamy	Director
03	Mr M Ramalingam	Managing Director
04	Mr P S Gopalakrishnan	Independent Director and Chairman of the Audit committee and Nomination and Remuneration committee
05	Mr P Selvam I A S (Retd)	Independent Director
06	Mr A Sennimalai	Non-Executive Director
07	Mr.M.Ganapathy IRS (Retd)	Independent Director
08	Dr.E.Thiayarajan	Independent Director

01	Mr .N.Srivatsan	Srivatsan & Associates , Chartered Accountants, the Statutory Auditors,
02	Mr M Damodaran	M/s M Damodaran & Associate LLP - Secretarial Auditor & Scrutiniser
03	Mr M P Kaliannan	President (Corporate Finance) & Chief Financial Officer
04	Mr P Muralidharan	M/s Cameo Corporate Services Limited – Share Transfer Agent
05	Mr E P Sakthivel	Company Secretary & Compliance Officer

Members present:

1. A total of 65 members representing 9644509 (29.05%) equity shares has attended the meeting through the video conferencing / other audio-visual means provided by the Company through Central Depository Services (India) Limited.
2. Statutory Registers as per the requirement of the Companies Act,2013 available physically, Auditors Report, Secretarial Audit Report and documents referred to in the Notice convening 37th Annual General Meeting were available electronically, during the Meeting.
3. Dr Palani G Periasamy Executive Chairman Chaired the Annual General Meeting and as the requisite quorum as per Section 103 of the Companies Act, 2013, was present and called the Annual General Meeting to order.
4. The Chairman introduced the Board of Directors, Key Managerial Personnel, members and the Auditors of the Company, who had joined the virtual Annual General Meeting of the shareholders.
5. Since the Notice convening the Annual General Meeting along with Annual Report for the 2023-24 had already been circulated to all Members, the Chairman took the Notice convening the Annual General Meeting as received and read.
6. As there were qualifications, observations or comments in the Auditor's Report and Secretarial Audit Report, on any financial transactions or matters which have adverse effect on the functioning of the Company, the Chairman took the same as read, as required explanations were given in the Report itself.



7. Thereafter, the Chairman in his speech briefed about the exit of the CIRP process and the over hauling is in progress at the factory to start the cane crushing for the Sugar season 2024-25 by December 2024.

8. The Members were informed that:

In terms of applicable provisions, the Company has provided its Members the facility to exercise the right to vote in respect of the following resolutions at this Annual General Meeting through the remote e-voting, which was open for three days i.e. 07.09.2024 to 09.09.2024 and during the Annual General Meeting through the e-voting mechanism by the link provided by Central Depository Services (India) Limited.

The Company has received 5 request from the Members to speak at the Annual General Meeting but none of them joined the Meeting.

For those Members who had not voted through remote e-voting, e-voting facility was provided during the Annual General Meeting.

Mr M Damodaran (Membership No 5837) Managing Partner of M. Damodaran & Associates LLP, appointed as the Scrutinizer for the e-voting process, was also appointed as Scrutinizer for remote e voting.

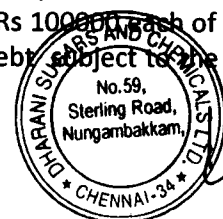
9. Company Secretary briefed the members about the e-voting process of the Annual General Meeting.
10. Resolutions put for voting through remote e voting and e voting during the Annual General Meeting.
11. Chairman read the summary of the resolutions set out in the agenda Item No.1 to 10 of the Notice of the 37th Annual General Meeting dated 10th September, 2024 as follows;

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company including the Balance Sheet, Profit & Loss and Cash flow statements for the financial year ended March 31, 2024 together with the reports of Board of Directors and Auditors thereon.
2. Appointment of Statutory Auditor for a period of 5 years from the conclusion of this the 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company (Ordinary Resolution).

Special Business: (Special Resolution)

1. Re-appointment of Mrs Visalakshi Periasamy (DIN 00064517) as Director, who retires by rotation.
2. Re-appointment of Mr M Ramalingam (DIN 00278025), as Managing Director for a further period of five years from 01.04.2023 to 31.03.2028.
3. Re-appointment of Dr Palani G Periasamy, (DIN 00081002) as Whole Time Director designated as Executive Chairman with effect from 25.06.2024 for a period of 5 years from 25.06.2024 to 24.06.2029.
4. To approve the issue of 8314328 equity shares of the Company on a preferential basis to the NARCL(lender) pursuant to the restructuring of debt of the Company and subject to the necessary approval from Stock Exchanges and other applicable provisions of the Act.
5. To Approve the issue of 1708 non-convertible debentures Rs 100000 each of the Company to NARCL (Lender) pursuant to restructuring the Company's debt subject to the approvals if any required from the respective authorities.



6. Appointment of Mr M Ganapathy, Independent Director – Non Executive for a term of 5 years from 12.08.2024 to 11.08.2029 whose period of appointment shall not be liable to retire by rotation.
7. Appointment of Dr. E Thiagarajan, Independent Director – Non Executive for a term of 5 years from 12.08.2024 to 11.08.2029 whose period of appointment shall not be liable to retire by rotation.
8. Remuneration to Cost Auditor for the year 2024-25 (**Ordinary Resolution**).

The e-voting facility was kept open for the next 15 minutes after the closure of the Annual General Meeting to enable the members to cast their vote.

The Chairman of the Annual General Meeting informed the Members that the voting result will be announced on receipt of the scrutinizer's report and will be placed on the Company's website and sent to the stock exchanges within the prescribed time as per Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 by the Company Secretary who is authorized in this regard. The voting result in respect of Item Nos. 1 to 10 of the Notice shall form part of the Annual General Meeting proceedings.

The Chairman of the Annual General Meeting then thanked the Members for their participation and announced formal closure of the 37th Annual General Meeting of the Company at 3.50 p.m. including the time allowed for e-voting.



A handwritten signature in black ink, appearing to read "E. P. Sakthivel".

E P Sakthivel
Company Secretary
Dharani Sugars and Chemicals Limited

Place: Chennai
Date: 10.09.2024



PGP GROUP
DHARANI SUGARS AND CHEMICALS LIMITED
CHAIRMAN'S SPEECH

Dear Shareholders,

It is with great pleasure, I welcome you all to this 37th Annual General Meeting of your Company. The Annual statement of Accounts sent to you earlier has been with you for some time and I seek your permission to take it as read. I shall commence the proceedings of the Annual General Meeting with a brief summary of the present status of the world economy and its impact on the Indian economy.

Global Economy

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic all weigh heavily on the outlook.

The baseline forecast for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be off set by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is fore cast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually.

Monetary policy should stay the course to restore price stability, and fiscal policy should aim to alleviate the cost-of-living pressures while maintaining a sufficiently tight stance aligned with monetary policy. Structural reforms can further support the fight against inflation by improving productivity and easing supply constraints, while multilateral cooperation is necessary for fast tracking the green energy transition.

Indian Economy

India took a big economic leap this leap year: The country ended fiscal year 2023 to 2024 with a big bang, surpassing all market estimates of GDP, with 8.15% year-over-year growth. For three consecutive years, India's economy has exceeded growth expectations (averaging 8.3% annual growth over this period) despite global uncertainties, driven by strong domestic demand and continuous government efforts toward reforms and capital expenditure.

Growth Outlook 2024. Our annual GDP growth to be between 7.0% and 7.2% in fiscal 2024 to 2025 and between 6.7% and 7.3% the following fiscal year as markets adapt to geopolitical uncertainties in their investment and consumption decisions. The global economy is anticipated to rebound synchronously in 2025, as major election uncertainties are resolved, and Western central banks possibly implement rate cuts as inflation concerns subside. India is likely to experience improved capital flows, boosting private investment and exports. Inflation concerns remain, but we expect them to ease in the latter half of the next fiscal year, barring any surprises from rising oil or food prices.

In 2024, we expect domestic demand to remain in the driver's seat for growth as the domestic demand-oriented economies like India have been insulated from the weaker external demand conditions, the global brokerage house said in its outlook report.

Indian Sugar Scenario:

U.S. Department of Agriculture's Foreign Agricultural Service (FAS) in a report-Sugar Annual- released for India highlights forecast for 2024-25 season.

According to the report, India's centrifugal sugar production in marketing year 2024-25 (October-September) is fore cast to reach 34.5 million tonnes equivalent to 33 million tonnes of Crystal white sugar. The current year's sugar production estimate is lowered to 34 million tonnes equivalent to 32 million tonnes of crystal white sugar, due to the late onset of rain in Maharashtra and Karnataka as well as red rot infestation in central Uttar Pradesh. India's sugar exports in marketing year 2024-25 are estimated to be 3.7 million tonnes as the Indian government is likely to maintain the export cap to meet domestic food consumption and sugar to ethanol diversion for the Ethanol Blending Program. Sugar consumption in the forecast year is expected to reach 32 million tonnes to meet sugar requirement during festivals, rise in pre-packed food market, sugar and confectioneries, and organized and unorganized catering services.

The report further says that it forecasts India's sugar planted area for the marketing year 2024-25 at 5.42 million hectares and total sugarcane production at 416 million tonnes. For the current marketing year 2023-24, it has revised the planted area to 5.45 million hectares, almost three percent lower than the previous estimate, and sugarcane production to 415.5 million tonnes.



Indian Sugar Export Policy.

Government of India has extended 'Restriction' on export of Sugar (Raw Sugar, Refined Sugar, White Sugar and Organic Sugar) until further orders vide DGFT's Notification No. 36/2023 dated 18.10. 2023.

The government has rejected sugar export possibility for the current season despite industry demand. Indian Sugar Mills Association seeks to export 10 lakh tonnes, citing healthy closing stock. Sugar production exceeded 30 million tonnes and ISMA has revised estimate to 32 million tonnes. Government may allow use of excess B-heavy molasses for ethanol production.

Ethanol:

The energy demand in our country is rising due to an expanding economy, growing population, increasing urbanisation, evolving lifestyles and rising spending power. About 98% of the fuel requirement in the road transportation sector is currently met by fossil fuels and the remaining 2% by bio fuels.

The National Policy on Bio fuels 2018, provides an indicative target of 20% ethanol blending under the Ethanol Blended Petrol (EBP) Programme by 2026.

The roadmap for achieving ethanol blending targets, prepared by the Niti Aayog, had laid down that the capacity of sugarcane-based distilleries would need to increase from 426 crores litres in 2021 to 760 crores litres in 2026, while grain-based distilleries' capacity should increase from 258 to 740 crores litres.

In other words, a lot more of grain-based distilleries were to come up. Besides fuel ethanol, some 310 crores litres would be needed for making ethanol for consumable liquor as well as industrial uses. Taking stock in December 2023, the government said India's ethanol production capacity had already increased to 1,380 crores litres — some 875 crores litres capacity from sugarcane and 505 crores from food grains. This means the targeted total ethanol capacity is nearly achieved although with a greater sugarcane-based component.

India's net import of petroleum was 185 million tons in 2020-21. Vehicles use most of the petroleum and therefore a successful 20% ethanol blending programme can save the country 4 billion dollars per annum.

The renewable ethanol content is expected to result in a net reduction in the emission of carbon dioxide, carbon monoxide (CO) and hydrocarbons (HC).

World Sugar Scenario:

The International sugar organisation (ISO) has assessed the Global supply demand situation for the year 2024-25 with a deficit of 3.580 million tonnes. Mean while the deficit for 2023-24 has reduced to 0.20 million tonnes from the earlier estimate of 2.954 million tonnes. This situation is expected to hold on the International Sugar Prize.

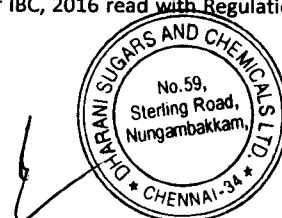
Significant and Material Changes.

As you are aware, the performance of Sugar Industry was affected due to severe drought during 2016 to 2018 and on account of this, cane availability had come down and the capacity utilization was around 35% resulting in most of the Sugar units in Tamilnadu incurring heavy losses. On account of this, despite the efforts taken by the management in servicing the loan, the accounts had slipped into NPA.

The management has been taking various efforts including settling of the accounts under OTS. However, as there was delay in obtaining necessary funding for settling the OTS, the Bank of India application U/s 7 was admitted by National Company Law Tribunal (NCLT) under insolvency and Bankruptcy code 2016, vide is order No: IBA/976/2019 dated 29th July 2021 and Mr S Rajendran was appointed as Interim Resolution Professional in the matter of our company and taking over the charge of the company on 30th July 2021. IRP Mr S Rajendran has commenced the Corporate Insolvency Resolution Process (CRIP) pursuant to NCLT order No: IBA/976/2019 dated 29th July 2021. The CoC has replaced the IRP with a new RP Mr M Suresh Kumar on 18th Nov 2022. Further to this The Hon'ble NCLT had passed a liquidation order dated 28th June 2023.

Meanwhile, the lenders (Consortium Banks) viz., Indian Bank, State Bank of India, Central Bank of India, IDBI Limited, The South Indian Bank Ltd, The Federal Bank Ltd, ICICI Bank, Bank of India, Union Bank of India and Indian Overseas Bank had assigned there loan to National Asset Reconstruction Company Limited ("NARCL") vide Joint Assignment Agreement dated 30th September 2023.

Considering the settlement arrived between the Promoter and the majority lenders of the Company, the Hon'ble Supreme set aside the Liquidation Process vide its order dated 28117/2023 dated 7th August 2023. Further the Hon'ble Supreme Court vide its order 150612/2023 dated 18th March 2024, remanded back to The Hon'ble National Company Law Tribunal (NCLT), Chennai Bench for consideration of withdrawal of IBC process initiated against the Company in terms of Section 12A of IBC, 2016 read with Regulation 30A of the IBBI(CIRP) Regulations., 2016.



Furtherance to the above and based on the settlement proposal submitted by the Promoter U/s 12 A of IBC 2016, the CoC and NCLT has approved the proposal and ordered the withdrawal of the CIRP process and restored the powers of the Board vide its order No. IA (IBC)/825/ CHE/2024 in IBA/976/2019 dated 9th May 2024.

Performance of your Company in the year -2023-24

(Rs. Crores)			
Sl. No	Particulars	31.03.2024	31.03.2023
1	Total Income	0.18	0.95
2	Total Expenses	6.59	10.05
3	Gross Profit/(Loss)	(6.41)	(9.10)
4	Interest	5.99	0.01
5	Cash profit / (Loss)	(12.40)	(9.11)
6	Depreciation	22.18	22.25
7	Profit/(Loss) before Tax	(34.58)	(31.36)
8	Other comprehensive income	0.00	0.58
9	OTS benefits	155.90	-
10	Profit/(Loss) after Tax	121.32	(30.78)

Outlook for the Season 2024-25

Immediately on exit of the CIRP process and restoration of the Board, the Company has recalled the employees and overhauling work has been started. We expect to start the crushing for the season 2024-25 by December 2024 and hope to crush a reasonable volume of cane.

Acknowledgements

I take this opportunity to thank all the members of Dharani family for their dedication and hard work.

I would also like to place on record my thanks for the continued support of the Banks/Financial Institutions viz., NARCL, IDRCL Indian Bank, State Bank of India, South Indian Bank Limited, IDBI Bank Limited, The Federal Bank Limited, ICICI Bank, Central Bank of India, Bank of India, Union Bank of India, Indian Overseas Bank, IREDA and IFCI Limited despite the tight financial position of the Company.

I also thank the cane farmers in our factory command areas and the Government of India and Tami Nadu for their co-operation and support. I also thank the Resolution Professional for taking various steps under CIRP for settling the issues.

Above all, we are deeply grateful for the continuing invaluable support extended by the family of shareholders of the Company.

Once again, I thank you all.

Dr.Palani G. Periasamy
Executive Chairman

Date: 10.09.2024.

Place : Chennai



Note: This does not purport to be a record of the proceedings of the Annual General Meeting.