



September 07, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Scrip code: 543267

Kind Attn: The Manager,
Department of Corporate Services

National Stock Exchange of India Ltd.,
Bandra East, Bandra (E)
Mumbai- 400051
Series: EQ

Kind Attn: The Manager, Listing
Department Exchange Plaza, Bandra Kurla
Complex

Dear Sir/ Madam,

**Sub: Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements),
Regulations. 2015 - Annual Report for the financial year 2023-24**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2023-24, along with the Notice of 53rd Annual General Meeting scheduled to be held on scheduled to be held on AT THOGATAVEERA SAMUDHAYA BHAVANA, M.C.C. 'A' BLOCK, DAVANGERE – 577 004 AT 11.30 A.M The Annual Report is also uploaded on the website of the Company at www.davangeresugar.com

Thanking You,
For **DAVANGERE SUGAR COMPANY LIMITED**

Nidhi Vaswani
(Company Secretary and Compliance Officer)
Encl: A/a

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF DAVANGERE SUGAR COMPANY LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2024, AT THOGATAVEERA SAMUDHAYA BHAVANA, M.C.C. 'A' BLOCK, DAVANGERE – 577 004 AT 11.30 A.M.

TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution
To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2024 and the Statement of Profit and Loss of the Company and the Cash Flow Statement for that period and other Annexures thereof for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution
To appoint Mr. Abhijith Ganesh Shamanur (DIN: 03451918), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE F.Y 2024-25**
To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of sub-section (3) of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. M. R. Krishna Murthy, Cost Accountant, (having Reg No. FCMA7658) appointed by the Board of Director of the Company as Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year 2024-25 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus GST as applicable and reimbursement of out-of-pocket expenses incurred be and is hereby ratified.”
4. **RE-APPOINTMENT OF MR. SHAMANUR SHIVASHANKARAPPA GANESH AS THE MANAGING DIRECTOR OF THE COMPANY**

To consider 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Shamanur Shivashankarappa Ganesh be and is hereby re-appointed as the Managing Director of the Company for a further period of 5 (five) years effective from September 24 , 2024 to September 23, 2029 on the terms and

conditions as set out in the Explanatory Statement annexed to this notice and whose period of office shall not be liable to determination by retirement of directors by rotation.

“RESOLVED FURTHER THAT as a Managing Director of the Company, Mr. Shamanur Shivashankarappa Ganesh shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company”.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee of the board is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. APPOINTMENT OF MS. VINITA DILIP MODAK AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013(hereinafter “The Act”) and the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013,and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) thereof, as amended from time to time, and the appropriate article(s) of the Articles of Association of the Company, the approval of Members be and is hereby accorded for the appointment of Ms. Vinita Dilip Modak (DIN: 10763274) , who has been appointed by the Board of the Company as an Additional Director in the category of an Independent Director with effect from 06th September 2024 and who fulfills the criteria of Independence as prescribed under Section 149(6) of the Act, and the Rules made thereunder, relevant provisions of the LODR Regulations, 2015 and whose candidature has been recommended by the Nomination and Remuneration Committee (NRC), be and is hereby appointed as an Independent Director of the company for a period of one year with effect from 06th September 2024 until 05th September 2025 upon the payment of such sitting fees as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act, and reimbursement of the out of pocket expenses at actual.

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer of the Company, be and are hereby authorized, jointly or severally, to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Shareholders, Regulators or Other Authorities as may be required under the Act or any other Regulations for the time being in force, to carry out the aforesaid Resolution.

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer, be and is hereby authorized severally to file necessary Forms / Returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect and to do all act(s), deed(s) or thing(s) as may be incidental thereto required in this regard.

6. APPOINTMENT OF MRS. HIMA BINDU SAGALA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013(hereinafter “The Act”) and the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013,and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) thereof, as amended from time to time, and the appropriate article(s) of the Articles of Association of the Company, the approval of Members be and is hereby accorded for the appointment of Mrs. Hima Bindu Sagala (DIN: 09520601), who has been appointed by the Board of the Company as an Additional Director in the category of an Independent Director with effect from 06th September 2024 and who fulfills the criteria of Independence as prescribed under Section 149(6) of the Act, and the Rules made thereunder, relevant provisions of the LODR Regulations, 2015 and whose candidature has been recommended by the Nomination and Remuneration Committee (NRC), be and is hereby appointed as an Independent Director of the company for a period of one year with effect from 06th September 2024 until 05th September 2025 upon the payment of such sitting fees as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act, and reimbursement of the out of pocket expenses at actual.

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer of the Company, be and are hereby authorized, jointly or severally, to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Shareholders, Regulators or Other Authorities as may be required under the Act or any other Regulations for the time being in force, to carry out the aforesaid Resolution.

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer, be and is hereby authorized severally to file necessary Forms / Returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect and to do all act(s), deed(s) or thing(s) as may be incidental thereto required in this regard.

7. TO APPROVE REQUESTS RECEIVED FROM PERSONS BELONGING TO PROMOTERS/ PROMOTER GROUP FOR RECLASSIFICATION FROM “PROMOTERS / PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or reenactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited and NSE Limited, (hereinafter referred to as Stock Exchanges), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as ‘Outgoing Promoters’) from “Promoters / Promoter Group” category to “Public” category.”;

| Sr. no | Name of promoter seeking reclassification | Number of shares held | % of holding |
|--------|---|-----------------------|--------------|
| 1. | S S Mallikarjuna | 2081740 | 0.22 |
| 2. | Shamanur Shivashankarappa | 0 | 0 |
| 3. | S B Murugesh | 0 | 0 |

RESOLVED FURTHER THAT in supersession of any resolutions / agreements / contracts / arrangements etc. special rights of the Outgoing Promoters, if any, with respect to the Company through formal or informal arrangements including through any shareholder's agreements, if any, shall stand withdrawn/terminated and be null and void, with immediate effect;

RESOLVED FURTHER THAT the above Outgoing Promoters confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with the conditions mentioned under sub-regulation (4) of Regulation 31A of Listing Regulations post reclassification from "Promoters / Promoter Group" to "Public";

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the above Outgoing Promoters, the Company shall effect such reclassification in the Shareholding pattern filed from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions;

RESOLVED FURTHER THAT any of the Directors (including any committee thereof or the officers authorised by the Board in this regard), Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ filings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution

8. TO APPROVE THE RIGHTS ISSUE OF SHARES.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 23, Section 62 and all other applicable provisions of the Companies Act, 2013, as amended, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended) (and all applicable statutory/regulatory requirements and in accordance with the relevant provisions of the memorandum of association and articles of association of the Company and the listing agreements entered into by the Company



with the stock exchanges where the Company's equity shares are listed and subject to any necessary approval, consent, permission and/ or sanction of the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI"), and/ or any other appropriate authorities, including any other statutory/regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board") or any committee of the Board which the Board may have constituted or may constitute to exercise its powers including the power conferred by this resolution, the approval of Members be and is hereby accorded to create, offer, issue and allot equity shares of face value ₹ 1 each, ("Rights Equity Shares") by way of rights issue, to the existing shareholders of the Company as on a specified record date for an amount aggregating up to Rs. 400 Crores on a rights basis, ("Rights Issue"), through a [draft letter of offer / letter of offer] and / or such other documents, in such manner and on such terms and conditions as may be determined by the Board or a committee of the Board in its absolute discretion at the time of the Rights Issue, subject however to applicable statutory and/or regulatory requirement.

RESOLVED FURTHER THAT Mr. Shamanur Shivashankarappa Ganesh, Managing Director of the Company and Ms. Nidhi Vaswani Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.

Date: 06th September, 2024

Place: Davangere

By the Order of Board

For Davangere Sugar Company Limited

Sd/-

Shamanur S. Ganesh

Managing Director

DIN: 00451383



NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the 'Act'), setting out the material facts and reasons, in respect of Item no. 3 to 8 of this Notice of AGM ('Notice'), is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN **48 HOURS** BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
4. In conformity with the applicable regulatory requirements, the Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on 23rd September, 2024. ("Cut-off date") and who have registered their e-mail address with the Company or Depository Participant(s). Members may note that this Notice will also be available on the website of the Company (www.nestle.in); National Stock Exchange of India Limited (www.nseindia.com), BSE Limited (www.bseindia.com); and NSDL (www.evoting.nsdl.com)
5. Members who have not registered/ updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as under:
 - i) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by e-mail at Davangeresugars@gmail.com followed by mandatorily sending the physical copy of the same through post at the Registered Office of the Company; and
 - ii) Members holding shares in demat form can update their e-mail address with their



Depository Participant(s).

6. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at this General Meeting.
7. Special business is proposed to be transacted at the Annual General Meeting and thus the Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, is provided thereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2024 to 30th September, 2024. (both days inclusive) for the purpose of the AGM.
9. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
11. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
12. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
13. The Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.
14. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, between 12 P.M. to 4 P.M. up to the date of the Annual General Meeting.
15. Members are requested:
 - a. To quote their folio Nos. in all correspondence.
 - b. To note that no gifts will be distributed at the meeting.



16. Members holding shares in physical form, are requested to intimate their change in Bank Mandate/ National Electronic Clearing Service (NECS) details (form can be downloaded from our website of the Company i.e. www.davangeresugar.com, and /or, update their PAN and Bank Account details through a request letter along with self-attested copy of PAN, original cancelled cheque with preprinted name of the Shareholder (old and new both bank details) and bank attested copy of passbook/ statement showing name of the account holder to M/s. Integrated Registry Management Services Pvt. Ltd, Share Transfer Agent at their address at Ramana Residency, Sampige Road, Malleswaram, Bengaluru. Beneficial owners holding shares in electronic form are requested to intimate their change in Bank Mandate/ NECS details, if any, to their respective Depository Participants (DPs) in order to get the same registered.
17. Members holding Shares in physical form may write to the Company/Registrar & Share Transfer Agents (RTA) for any change in their address and bank mandates; members having shares in electronic form may inform the same to their depository participants immediately.
18. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September 2023, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), our RTA will be required to freeze such members' folio(s) impending submission. In view of the above, new share certificate(s) to be issued by the Company shall not be dispatched to those members holding shares in physical form until their KYC is completed. For members who hold shares in demat form, they should keep their bank details, e-mail address, postal address and contact number updated in their demat account(s) maintained with Depository Participant(s).
19. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
20. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The



Company has fixed 23rd September, 2024 as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder.

21. The e-voting period will commence at 09.00 A.M. on 27th September, 2024 and will end at 05.00 P.M. on 29th September, 2024. The Company has appointed Ms. Ashwini Inamdar (FCS No. 9409/CP No. 11226), Partner, M/s. Mehta and Mehta, Company Secretaries to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e- voting given as Annexure to the Notice.
22. The Company has engaged the services of M/s. Integrated Registry Management Services Pvt. Ltd and NSDL as the Authorized Agencies to provide e-voting facilities.
23. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
24. Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialize form. To avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.



VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 23rd September, 2024.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins at 09.00 A.M. on 27th September, 2024 and will end at 05.00 P.M. on 29th September, 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 cut-off date i.e. 23rd September, 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 23rd September 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 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 |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|--|
| | <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in |



| | |
|--|---|
| | progress and also able to directly access the system of all e-Voting Service Providers. |
| 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. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting 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.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashwini.i@mehta-mehta.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney

/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. 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 to reset the password.
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 www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Amit Vishal) at 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 cs@davangeresugars.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 cs@davangeresugars.com. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the 'Act'), setting out the material facts and reasons, in respect of Item no. 3 to 8 of this Notice of AGM ('Notice'), is annexed herewith.

Item 3:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. M. R. Krishna Murthy, Cost Accountant, (having Reg No. FCMA7658), as the cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25 at its Board meeting held on 06th September, 2024, at a fee of Rs. 50,000/- (Rupees Fifty Thousand) plus GST as applicable and reimbursement of out of pocket expenses as remuneration for cost audit services for the FY 2024-25.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 2024-25. The Board recommends the Ordinary Resolution for approval by the shareholders.

None of the Directors or Key Managerial Personnel of your Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 3 of this Notice except as mentioned in the explanatory statement, if any.

Item 4:

Mr. Shamanur Shivashankarappa Ganesh was re-appointed as the Managing Director of the Company for a period of five years with effect from 24 September, 2019, post approval of the Members. The present term of Mr. Shamanur Shivashankarappa Ganesh comes to an end on 23rd September 2024.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Shamanur Shivashankarappa Ganesh as Managing Director for a further period of five years effective from September 24, 2024 to September 23, 2029.

Mr. Shamanur Shivashankarappa Ganesh is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The remuneration of Mr. Shamanur Shivashankarappa Ganesh as Managing Director shall be determined by the Board of Directors, from time to time within maximum limits upto 42,00,000/- p.a. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the



draft letter of appointment placed before the meeting approved by the Board of Directors at their meeting held on 06.09.2024 in accordance with the requirements of the Act and within the limits approved by the Members of the Company.

None of the Directors except Mr. Abhijith Shamanur and Mrs. Swathi Shamanur being the relatives are interested in the above resolution. None of Key Managerial Personnel of your Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 4 of this Notice.

Item 5:

Ms. Vinita Dilip Modak was appointed as an Additional Director in the capacity of Independent Director, by the Board of Directors at their meeting held on 06th September, 2024.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, approval of the members has to be obtained for the appointment or reappointment of a person on the Board of directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received:

- i. consent in writing from Ms. Vinita Dilip Modak to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- ii. intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Vinita Dilip Modak to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- iii. a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time (hereinafter referred to as "LODR Regulations").
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board of Directors have while approving the appointment of Ms. Vinita Dilip Modak as an Additional Director in the capacity of an Independent Director, considered her candidature based on the evaluation, qualification, expertise, track record, integrity, due diligence, and the satisfaction of the 'fit and proper criteria. In the opinion of the Board, she fulfils the conditions for independence as specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force. The Board has noted that Ms. Vinita Dilip Modak skills, background and experience are aligned to the role and capabilities identified for the Independent Directors and that Ms. Vinita Dilip Modak is eligible for appointment as an Independent Director.



The resolution seeks the approval of members for the appointment of Ms. Vinita Dilip Modak as an Independent Director of the Company from 06th September, 2024, to 05th September 05, 2025, pursuant to Sections 149 read with Schedule IV, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the LODR Regulations and she shall not be liable to retire by rotation. The profile and specific areas of expertise of Ms. Vinita Dilip Modak and other relevant information as required under LODR Regulations and SS-2 are provided as annexure.

No director, key managerial personnel or their relatives except Ms. Vinita Dilip Modak to whom the resolution relates is deemed to be interested in or concerned with the resolution in any manner financially or otherwise.

Item 6

Mrs. Hima Bindu Sagala was appointed as an Additional Director in the capacity of Independent Director, by the Board of Directors at their meeting held on 06th September, 2024.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, approval of the members has to be obtained for the appointment or reappointment of a person on the Board of directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received consent in writing from Mrs. Hima Bindu Sagala to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), intimation in Form DIR 8 in terms of the Appointment Rules from Mrs. Hima Bindu Sagala to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time (hereinafter referred to as "LODR Regulations").

Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board of Directors have while approving the appointment of Mrs. Hima Bindu Sagala as an Additional Director in the capacity of an Independent Director, considered her candidature based on the evaluation, qualification, expertise, track record, integrity, due diligence, and the satisfaction of the 'fit and proper criteria. In the opinion of the Board, she fulfils the conditions for independence as specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force. The Board has noted that Mrs. Hima Bindu Sagala skills, background and experience are aligned to the role and capabilities identified for the Independent Directors and that Mrs. Hima Bindu Sagala is eligible for appointment as an Independent Director.



The resolution seeks the approval of members for the appointment of Mrs. Hima Bindu Sagala as an Independent Director of the Company from 06th September, 2024, to 05th September 05, 2025, pursuant to Sections 149 read with Schedule IV, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the LODR Regulations and she shall not be liable to retire by rotation. The profile and specific areas of expertise of Mrs. Hima Bindu Sagala and other relevant information as required under LODR Regulations and SS-2 are provided as annexure.

No director, key managerial personnel or their relatives except Mrs. Hima Bindu Sagala to whom the resolution relates is deemed to be interested in or concerned with the resolution in any manner financially or otherwise.

Item 7

The Company had received request letter from person belonging to promoters/ Promoter Group' (collectively referred to as 'Outgoing Promoters') for reclassifying them from 'Promoters/Promoter Group' to 'Public' under regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') The shareholding of Outgoing Promoters of the Company as follows:

| Sr. no | Name of promoter seeking reclassification | Number of shares held | % of holding |
|--------|---|-----------------------|--------------|
| 1. | S S Mallikarjuna | 2081740 | 0.22 |
| 2. | Shamanur Shivashankarappa | 0 | 0 |
| 3. | S B Muruges | 0 | 0 |

The Outgoing Promoters ceased to hold any right in the management and/or control in the Company in any manner. Based on the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid Outgoing Promoters seeking reclassification have confirmed that–

- i) They, together with persons acting in concert with them, do not hold more than ten per cent of the total voting rights in the Company; The Outgoing Promoters hold 0.22% per cent of the total shareholding in the Company.
- ii) They do not exercise control over the affairs of the Company whether directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or Informal arrangements including through any shareholder agreements and any special rights as on the date of this resolution, stands superseded;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;



- vii) They are not fugitive economic offender

Further, the aforesaid Outgoing Promoters have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the Listing Regulations.

In view of the provisions of Regulation 31A of the Listing Regulations and on satisfaction of the conditions specified in Regulation 31A (3)(b) of Listing Regulations and compliance of Regulation 31A (4) of Listing Regulations, the said requests for reclassification were considered, and approved by the Board of Directors at its meeting held on 06th September, 2024.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'Promoters/ Promoter Group' category to 'Public', inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Outgoing Promoters and persons related to the Outgoing Promoters will not vote to approve the resolution. Accordingly, the Board recommends the resolution proposed in Item No. 7 of the Notice for the approval of members by way of an Ordinary Resolution. Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchanges for their approval. None of the Directors or Key Managerial Personnel of your Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 7 of this Notice except as mentioned in the explanatory statement, if any.

Item 8

The Company has both short term and long –term strategic plans to reduce its existing debts by repaying majority of its short term and long-term loans, to finance its capex on expansion of its distillery unit and further strengthen its Working Capital position to expand its business activities. Therefore, the Company has proposed the issue of Equity Shares on right basis for an amount aggregating up to Rs. 400 Crores on a rights basis, ("**Rights Issue**") to the existing shareholders of the Company to meet its capital requirements.

Accordingly, to meet the requirement of funds, the Board of Directors of the Company in its meeting held on September 06th 2024, subject to approval of the Shareholders of the Company, proposed to raise funds by issue of Equity Shares on right issue basis up to Rs. 400 Crores.

Hence, the Board recommends the resolution for approval of the Members. None of the Directors or Key Managerial Personnel of your Company, including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Date: 06th September, 2024

Place: Davangere

**By the Order of Board
For Davangere Sugar Company
Limited
Sd/-
Shamanur S. Ganesh
Managing Director
DIN: 00451383**

Brief Profile of Director/s seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| | | |
|---|--|---|
| Name | Mr. Abhijith Ganesh Shamanur | Mr. Shamanur Shivashankarappa Ganesh |
| DIN | 03451918 | 00451383 |
| Age | 35 | 63 |
| Qualification | Graduated from Northeastern University, Boston, U.S.A., and has also completed his Masters in Technology Entrepreneurship from University College London, London, U.K. | Graduated |
| Date of Appointment | 30/08/2019 | 24/09/2019 |
| Date of first appointment | 09/06/2011 | 24/09/2006 |
| Relationship with another director | Abhijith Shamanur is son of Mr. SS. Ganesh, Managing Director and husband of Mrs. Swathi Shamanur Non –Executive Director of the company. | Mr. SS. Ganesh is father of Mr. Abhijith Shamanur, Executive Director of the company and Father in law of Mrs. Swathi Shamanur Non –Executive Director of the company. |
| Brief resume, functional expertise, and experience | <p>He is associated with his father, managing the affairs of existing business concerns. He has joined the family business full time since October 2012.</p> <p>He is a qualified Industrial Engineer, Graduated from Northeastern University, Boston, U.S.A., and has also completed his master’s in technology Entrepreneurship from University College London, London, U.K. The Executive Director of the company is instrumental in introducing a high yield new variety of sugarcane VCF 0517 in the command area of the factory which is yielding about 70 MTs to 90 MTs of sugarcane per acre. It is bringing more profit to the farmers and proved to be</p> | <p>Being one of the leading industrialists and businessman, Mr. S.S Ganesh has served as the Managing Director of the company since 2002. Under his dynamic leadership, the company achieved new heights from technology and financial point of view. He has shown that by adopting dynamic management skills, professional management and creating an atmosphere for the team work the industry can realize the new heights of achievements.</p> |



| | | |
|---|--|-------------|
| | commercial viable to farmers compared to other agricultural crops. The farmers are happy to cultivate this new variety of sugarcane and company is expanding its sugarcane belt in the command area. His efforts are having far reaching impact on making the company self-sufficient in respect of raw material for sugar production. | |
| No. of shares held in the Company | 69,14,724 | 4,08,85,373 |
| Directorship held in other listed entities | NIL | NIL |
| Directorship in unlisted entities | NIL | 3 |
| Names of the listed entities from which the appointee has resigned in the past three years | NIL | NIL |
| Chairman/Member of the committee of the Company | 1 (Member of Audit Committee) | NIL |
| No. of board meetings attended during the year | 6 | 6 |
| Remuneration drawn during year | NIL | NIL |



Details of Director seeking appointment as an Independent Director
(In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of
India

| | | |
|----------------------------------|--|-------------------------------------|
| Name of the Director | Ms. Vinita Dilip Modak | Mrs. Hima Bindu Sagala |
| Age | 41 Years | 41 Years |
| DIN | 10763274 | 09520601 |
| Date of first appointment | 06th September 2024 | 06th September 2024 |
| Qualification | Associate Company Secretary from Institute of Company Secretaries of India Cost and Management Accountant (Final) from The Institute of Cost & Management Accountant of India and M. Com from University of Pune. | Fellow Chartered Accountant (F.C.A) |
| Expertise | As a cost and management accountant worked as business consultant to various business houses mainly from Sugar industry, Manufacturing, Forging, Textile etc. Currently working as an ERP Business Analyst mainly for costing and project management. As Costing ERP solutions assist an organization to provide MHR calculations, Project budgets, Monitoring of budgets and cost throughout the project life cycle, product costing, Process costing, Enterprise Resource Management, identifying cost saving opportunities and provide financial information and analysis for decision making and strategic planning. Legal, Secretarial and Corporate governance corporate restructuring, financial management and due | Ind As and International Taxation |



| | | |
|--|--|--|
| | diligence Corporate advisory services and SCRA and regulations made thereunder Depositories Act. | |
| Other Directorships | NIL | Additional Director in Silverline Investment and Finance Private Limited |
| Listed companies | NIL | Independent Director in TGV SRAAC Limited |
| Details of Sitting fees sought to be paid | Sitting Fees as approved by the Board from time to time. | Sitting Fees as approved by the Board from time to time. |
| Shareholding in Davangere Sugar Company Limited | NIL | NIL |
| Relationship with Directors / KMP inter-se | NA | NIL |
| Terms and conditions of appointment | Independent Director, not liable to retire by rotation. | Independent Director, not liable to retire by rotation. |
| Recommendation of the Board | Board Resolution dated 06th September 2024 | Board Resolution dated 06th September 2024 |

Date: 06th September, 2024

Place: Davangere

By the Order of Board
For Davangere Sugar Company
Limited
Sd/-

Shamanur S. Ganesh
Managing Director
DIN: 00451383