

**DAVANGERE SUGAR**

**COMPANY LIMITED**

CIN : U01115KA1970PLC001949



**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**OF**

**DAVANGERE SUGAR COMPANY LIMITED  
(CIN- U37100KA1970PLC001949)**

**Factory & Admin Office** : Kukkuwada - 577 525. Davangere. Davangere Taluk & District. Karnataka State. INDIA.  
Phone : PBX : 08192-201623, 24, 25, 28, 29, 201626 Accounts Direct : 08192-201789 Fax : 08192-201627.  
E-mail : davangeresugars@gmail.com, accounts@davangeresugars.com, material.dscl@gmail.com  
Website : www.davangeresugars.com

**Regd. Office** : 73/1, P.B. No. 312, Shamanur Road, Davangere - 577 004. Karnataka State. INDIA.  
Phone : 08192-222022 to 26 Fax : 08192-222028. E-mail : ssg555@gmail.com

**Corporate Office** : No. 19, Shivashankar Plaza, 3rd Floor, Richmond Circle, Lalbagh Road, Bengaluru - 560 027. Karnataka State. INDIA.  
Phone : 080-22272183 Fax : 080-2222779

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DAVANGERE SUGAR COMPANY LIMITED WILL BE HELD ON SUNDAY, JUNE 20, 2021 AT 11 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 73/1, POST BOX NO.312, SHAMANUR ROAD, DAVANGERE. SHAMANUR ROAD, DAVANGERE. KARNATAKA 577004.

To carry on the following special business:

**1. APPOINTMENT OF THE STATUTORY AUDITOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution as ordinary resolution:

“RESOLVED THAT, pursuant to the provisions of Section 139, 141, 142 and 143 of the Companies Act 2013 and rules made there under, consent of the Members is hereby accorded that M/s **Doshi Maru & Associates** Chartered Accountants, having Firm Registration No. 0112187W, as issued by the Institute of the Chartered Accountants of India (ICAI), be and are hereby appointed as Statutory Auditor of the Company to hold office up to the conclusion of the ensuing Annual General Meeting of the Company to be held in the FY 2021-22, in place of resigning Statutory Auditor, Mr. B GANGADHARA & CO., (Chartered Accountants) (ICAI Membership no: 024094), who has expressed their un-willingness to continue as Statutory Auditor of the Company vide their resignation letter dated March 01, 2021, at such remuneration not exceeding Rs. 2,50,000/- per annum based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, in addition to reimbursement of all out-of-pocket expenses in connection with audit of the accounts of the Company for the year ended 2021”.

“RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorised, to do such acts, deeds, things as may be necessary and to sign, execute, endorse or otherwise certify any such forms, documents, letter as may be required to give effect to the aforesaid resolution”

**2. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider and if thought fit to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 60,00,00,000/- (Rupees Sixty Crores) consisting of 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 1,00,00,00,000/- (Rupees Hundred Crores) consisting of 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”



**"FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*The Authorised Share Capital of the Company shall be Rs. 1,00,00,00,000/-./- (Rupees Hundred Crores) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.*

**"FURTHER RESOLVED THAT** the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

For DAVANGERE SUGAR COMPANY LIMITED



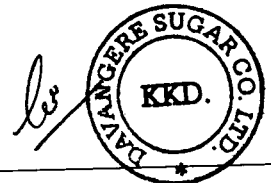
A handwritten signature in black ink, appearing to be "Shamanur Shivashankarappa Ganesh".

Shamanur Shivashankarappa Ganesh  
Managing Director  
DIN: 00451383

Date: May 29, 2021  
Place: Davangere

**NOTES:**

1. Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip and proxy form are annexed hereto.
4. An Explanatory Statement stating out the necessary details for the special business to be transacted at the Extra-Ordinary General Meeting is annexed hereto in compliance with the provisions of Section 102 of the Companies Act, 2013
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, **M/s. Integrated Registry Management Services Pvt. Ltd, Karnataka.**
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
8. The Register of Members and the Transfer Books of the Company shall remain closed on June 13, 2021 to June 20, 2021 (both days inclusive).
9. All documents referred to in accompanying Notice is open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of EGM.
10. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
11. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company is pleased to offer the option of E-Voting facility to all the members of the company. For this purpose, the company has entered into an agreement with National Depository Services (India) Limited (NDSL) for facilitating E-voting. The company has appointed Amit R Dadheech & Associates, Practicing Company Secretaries (**Membership No. 22889; Certificate of Practice No. 8952**) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
12. The members who have acquired the shares after the dispatch of the Notice shall be eligible for voting through electronic mode by obtaining login Id and password after logging on [www.evotingindia.com](http://www.evotingindia.com). The notice is also available on the website of the Company at [www.davangeresugar.com](http://www.davangeresugar.com)



13. A member may participate in the Extraordinary General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.
14. Members whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e. Sunday, June 13, 2021) only shall be entitled to avail the facility of remote e-voting as well as voting in the Extraordinary General Meeting.

**15. The instructions for shareholders voting electronically are as under:**

1. The remote e-voting period begins on 17<sup>th</sup> June, 2021 at 09:00 a.m. and ends on 19<sup>th</sup> June, 2021 at 05:00 p.m. During this period Shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13<sup>th</sup> June, 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
4. Click on Shareholders.
5. Now Enter your User ID a. For NSDL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first-time user follow the steps given below: For Shareholders holding shares in Demat Form and Physical Form PAN Enter your 10 digit alpha-numeric\*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the Shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (5).
9. After entering these details appropriately, click on "SUBMIT" tab.
10. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for UTC Fire & Security Limited.



13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a De-mat account holder has forgotten a login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using NSDL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM No-1**

The Present Auditors of the Company had vide letter dated March 01, 2021 have expressed their unwillingness to continue as the Statutory Auditor of the Company due to preoccupation, the Board of Directors have decided at their meeting held on March 15, 2021 to appoint Doshi Maru & Associates Chartered Accountants, having Firm Registration No. 0112187W as the Statutory Auditor of the Company. Further, the Company have received the eligibility and consent letter from M/s. Doshi Maru & Associates, Chartered Accountants, having Firm Registration No. 0112187W, under section 139 of the Company Act 2013, stating that if their appointment confirmed, it will be in conformity with the provisions of the Act.

As per the provisions of Section 139 of the Companies Act, 2013, any casual vacancy in the office of the Statutory Auditor due to resignation shall be filled in by passing a resolution at the general meeting of the Company. In this regards, the Board of the Directors of the Company recommends the passing of the Resolution as Ordinary Resolution.

None of the Directors and Key Managerial Personnel, of the Company including their relatives, is in any way, concerned or interested in the said Resolution.

**ITEM No-2**

The Current Authorized Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores) consisting of 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and the paid up share capital of the Company is Rs.55,68,44,620 /- (Rupees Fifty Five Crore Sixty Eight Lacs Forty Four Thousand Six Hundred and Twenty) consisting of 5,56,84,462 (Five Crore Fifty Six Lacs Eighty Four Thousand Four Hundred and Sixty Two) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company proposes to increase its authorized share capital to Rs. 1,00,00,00,000/- (Rupees Hundred Crore) to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.


Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

For DAVANGERE SUGAR COMPANY LIMITED



  
Shamanur Shivashankarappa Ganesh  
Managing Director  
DIN: 00451383  
May 29, 2021  
Place: Davangere

**PROXY FORM**

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

CIN : U37100KA1970PLC001949  
 Name of the Company : DAVANGERE SUGAR COMPANY LIMITED  
 Registered Office : 73/1, Post Box No.312,Shamanur Road, Davangere,Karnataka 577004  
 Name of the member(s) : .....  
 Registered Address : .....  
 Email ID : .....  
 Folio No. /Client ID/DP ID : .....

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

1) Name:..... Address:.....

Email ID:Signature: .....  
**Or failing him**

2) Name:..... Address:.....

Email ID:Signature: .....  
**Or failing him**

3) Name:..... Address:.....

Email ID:Signature: .....  
**Or failing him**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Sunday, June 20, 2021, at 11 a.m. at 73/1, Post Box No.312,Shamanur Road, Davangere. Karnataka 577004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business	
1.	To Appoint the Statutory Auditor <b>Doshi Maru &amp; Associates</b> Chartered Accountants, in place of Mr B GANGADHARA & CO.,(Chartered Accountant) who has expressed their un- willingness, to continue as Statutory Auditor of the Company, up to the next Annual General Meeting.
2.	To increase Authorised Capital of Company upto Rs. 100 cr

Signed this ..... day of ..... 2021.

Signature of shareholder                      Signature of Proxy holder(s)

Affix Re.1 Revenue Stamp
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**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

=====TEAR  
 HERE=====



## ATTENDANCE SLIP

FOLIO NO. (Shares in physical mode)	
DP ID	
CLIENT ID	
NO. OF SHARES HELD	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company, to be held on Sunday, June 20, 2021, 11 a.m. at 73/1, Post Box No.312,Shamanur Road, Davangere. Karnataka 577004 and at any adjournment thereof.

\_\_\_\_\_  
Signature of Member / Proxy

(THIS ATTENDANCE SLIP DULY FILLED TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

BY COURIER / REGD. POST

To,

If undelivered please return to:

DAVANGERE SUGAR COMPANY LIMITED  
(CIN: U37100KA1970PLC001949)  
73/1, POST BOX NO.312, SHAMANUR ROAD, DAVANGERE.  
KARNATAKA- 577004