

ND/SY/ 3505

September 22, 2021

BSE Limited  
New Trading Ring,  
Rotunda Building, P J Towers, Dalal Street,  
Fort, Mumbai-400001  
Scrip Code: 500097

National Stock Exchange of India Limited  
“Exchange Plaza”, Plot No. C-1, Block G  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Symbol: DALMIASUG

**Sub: Proceedings of Annual General Meeting cum voting results pursuant to Regulations 30(6) and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).**

Dear Sir/Madam,

Pursuant to Regulation 30(6) read with Schedule III of the SEBI Listing Regulations, we wish to inform you that the 69<sup>th</sup> Annual General Meeting of the Company was held on Tuesday, September 21, 2021 at 10.45 a.m. (scheduled at 10.30 a.m.) through video conferencing facility provided by KFin Technologies Private Limited, the Registrar and Share Transfer Agent. All the items of agenda included in the Notice of the Annual General Meeting dated July 30, 2021 have been approved with requisite majority.

The shareholders were provided with the facility to cast their vote electronically through e-voting services provided by KFin Technologies Private Limited. The e-voting facility was made available to all the persons who were members of the Company as on the cut-off date, i.e., September 14, 2021.

The remote e-voting had commenced on Saturday, September 18, 2021 (09:00 am. IST) and ended on Monday, September 20, 2021 (05:00 pm. IST). The e-voting facility was also made available to the shareholders during the Annual General Meeting from 10.30 am to 11.45 am.

M/s Harish Khurana and Associates, Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the votes cast by the members through remote e-voting and through e-voting at the Annual General Meeting in a fair and transparent manner.

***Dalmia Bharat Sugar and Industries Limited***

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi-110 001, India  
t 91 11 23465100 f 91 11 23313303 w [www.dalmiasugar.com](http://www.dalmiasugar.com) CIN : L26942TN1951PLC000640  
• Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621 651, India  
A **Dalmia Bharat Group** company, [www.dalmiabharat.com](http://www.dalmiabharat.com)

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the brief details of agenda items and voting results thereof along with Scrutinizer's report are attached and marked as **Annexure 1**. The same are also displayed at the registered office and posted on the Company's website [www.dalmiasugar.com](http://www.dalmiasugar.com).

Further, pursuant to Regulation 30(6) read with Schedule III of the SEBI Listing Regulations, brief details about change in Directors/Key Managerial Personnel and alteration in Memorandum and Articles of Association are attached and marked as **Annexure 2**.

Thanking you.

For **Dalmia Sugar and Industries Limited**

*Aashhima V Khanna*

**Aashhima V Khanna**  
**Company Secretary**  
**Membership No.: A34517**

Enclosures: As above.

**Annexure - 1**

NAME: **DALMIA BHARAT SUGAR AND INDUSTRIES LTD**

SLNO	DESCRIPTION					
A	DATE OF AGM		<b>21-09-2021</b>			
B	RECORD/CUT OFF DATE		<b>14-09-2021</b>			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		<b>36134</b>			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		<b>57</b>			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ( )	<b>18</b>	<b>0</b>	<b>18</b>	<b>60634092</b>	<b>74.91304</b>
	PUBLIC	<b>39</b>	<b>0</b>	<b>39</b>	<b>4546</b>	<b>0.00562</b>
	TOTAL	<b>57</b>	<b>0</b>	<b>57</b>	<b>60638638</b>	<b>74.91866</b>
E	No. of shareholders attended the meeting through Video conferencing - 57.					

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t 91 11 23465100 f 91 11 23313303 w www.dalmiasugar.com CIN : L26942TN1951PLC000640

• Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621 651, India

A Dalmia Bharat Group company, www.dalmiabharat.com

	DALMIA BHARAT SUGAR AND INDUSTRIES LTD
Date of the AGM/EGM	21-09-2021
Total number of shareholders on record date	36134
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	18
Public:	39

Resolution No.	1									
Resolution required: (Ordinary/Special)	ORDINARY - To consider and adopt the (a) audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, and the Reports of the Auditors and Directors thereon and (b) audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Report of the Auditors' thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,06,34,122</b>	<b>100.0000</b>	<b>6,06,34,122</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	9,31,249	2,79,862	30.0523	2,79,862	0	100.0000	0.0000	0	24,939
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,79,862</b>	<b>30.0523</b>	<b>2,79,862</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>24939</b>
Public- Non Institutions	E-Voting	1,93,73,932	7,09,392	3.6616	7,09,390	2	99.9997	0.0002	0	1,035
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>7,12,277</b>	<b>3.6765</b>	<b>7,12,275</b>	<b>2</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>1035</b>
<b>Total</b>	<b>8,09,39,303</b>	<b>6,16,26,261</b>	<b>76.1389</b>	<b>6,16,26,259</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>25974</b>	

Resolution No.	2									
Resolution required: (Ordinary/Special)	ORDINARY - To consider and declare a dividend of Rs. 3/- (150) per equity share of Rs. 2/- for the financial year 2020-21.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,06,34,122</b>	<b>100.0000</b>	<b>6,06,34,122</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>3,04,801</b>	<b>32.7303</b>	<b>3,04,801</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,93,73,932	7,10,422	3.6669	7,10,420	2	99.9997	0.0002	0	5
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>7,13,307</b>	<b>3.6818</b>	<b>7,13,305</b>	<b>2</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>5</b>
<b>Total</b>	<b>8,09,39,303</b>	<b>6,16,52,230</b>	<b>76.1709</b>	<b>6,16,52,228</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>5</b>	

Resolution No.	3									
Resolution required: (Ordinary/Special)	ORDINARY - To consider and appoint a Director in place of Shri Gautam Dalmia (DIN 00009758), who retires by rotation and being eligible offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,06,34,122</b>	<b>100.0000</b>	<b>6,06,34,122</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	2,32,768	72,033	76.3672	23.6327	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>3,04,801</b>	<b>32.7303</b>	<b>2,32,768</b>	<b>72,033</b>	<b>76.3672</b>	<b>23.6328</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,93,73,932	7,10,256	3.6660	7,10,245	11	99.9984	0.0015	0	165
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>7,13,141</b>	<b>3.6809</b>	<b>7,13,130</b>	<b>11</b>	<b>99.9985</b>	<b>0.0015</b>	<b>0</b>	<b>165</b>
<b>Total</b>	<b>8,09,39,303</b>	<b>6,16,52,064</b>	<b>76.1707</b>	<b>6,15,80,020</b>	<b>72,044</b>	<b>99.8831</b>	<b>0.1169</b>	<b>0</b>	<b>165</b>	

*Aashima V Khanna*

Resolution No.	4									
Resolution required: (Ordinary/Special)	ORDINARY - To consider and approve the remuneration of M/s. NSBP Co., Chartered Accountants, the statutory auditors of the Company for the financial year 2021-22.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,06,34,122	100.0000	6,06,34,122	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,93,73,932	7,09,292	3.6616	7,09,101	291	99.9589	0.0410	0	1,035
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,12,277	3.6765	7,11,986	291	99.9591	0.0409	0	1035
Total	8,09,39,303	6,16,51,200	76.1697	6,16,50,909	291	99.9995	0.0005	0	1035	

Resolution No.	5									
Resolution required: (Ordinary/Special)	ORDINARY - To consider and ratify the remuneration of M/s R. J. Goel Co., Cost Accountants, the Cost Auditors of the Company for the financial year 2021-22.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,06,34,122	100.0000	6,06,34,122	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,93,73,932	7,09,226	3.6607	7,09,103	123	99.9826	0.0173	0	1,195
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,12,111	3.6756	7,11,988	123	99.9827	0.0173	0	1195
Total	8,09,39,303	6,16,51,034	76.1695	6,16,50,911	123	99.9998	0.0002	0	1195	

*Aashima V Khanna*

Resolution No.	6									
Resolution required: (Ordinary/Special)	ORDINARY - To consider and appoint Mr. Rajeev Bakshi as an Independent Director for a term of five years starting February 5, 2021.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,06,34,122</b>	<b>100.0000</b>	<b>6,06,34,122</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>3,04,801</b>	<b>32.7303</b>	<b>3,04,801</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,93,73,932	7,09,392	3.6616	7,09,379	13	99.9981	0.0018	0	1,035
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>7,12,277</b>	<b>3.6765</b>	<b>7,12,264</b>	<b>13</b>	<b>99.9982</b>	<b>0.0018</b>	<b>0</b>	<b>1035</b>
<b>Total</b>	<b>8,09,39,303</b>	<b>6,16,51,200</b>	<b>76.1697</b>	<b>6,16,51,187</b>	<b>13</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>1035</b>	

Resolution No.	7									
Resolution required: (Ordinary/Special)	SPECIAL - To consider and re-appoint Shri Gautam Dalmia as the Managing Director of the Company for a term of five years starting January 16, 2022.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,06,34,122</b>	<b>100.0000</b>	<b>6,06,34,122</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	1,15,014	1,89,787	37.7341	62.2658	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>3,04,801</b>	<b>32.7303</b>	<b>1,15,014</b>	<b>1,89,787</b>	<b>37.7341</b>	<b>62.2659</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,93,73,932	7,10,413	3.6668	7,10,291	122	99.9828	0.0171	0	8
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>7,13,298</b>	<b>3.6817</b>	<b>7,13,176</b>	<b>122</b>	<b>99.9829</b>	<b>0.0171</b>	<b>0</b>	<b>8</b>
<b>Total</b>	<b>8,09,39,303</b>	<b>6,16,52,221</b>	<b>76.1709</b>	<b>6,14,62,312</b>	<b>1,89,909</b>	<b>99.6920</b>	<b>0.3080</b>	<b>0</b>	<b>8</b>	

*Aashima V Khanna*

Resolution No.	8									
Resolution required: (Ordinary/Special)	SPECIAL - To consider and re-appoint Shri Bharat Bhushan Mehta as the Whole Time Director and Chief Executive Officer of the Company for a term of five years starting April 01, 2022.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,06,34,122	100.0000	6,06,34,122	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	2,97,508	7,293	97.6072	2.3927	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,04,801	32.7303	2,97,508	7,293	97.6073	2.3927	0	0
Public- Non Institutions	E-Voting	1,93,73,932	7,09,232	3.6608	7,09,099	133	99.9812	0.0187	0	1,195
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,12,117	3.6757	7,11,984	133	99.9813	0.0187	0	1,195
Total	8,09,39,303	6,16,51,040	76.1695	6,16,43,614	7,426	99.9880	0.0120	0	1,195	
Resolution No.	9									
Resolution required: (Ordinary/Special)	ORDINARY - To consider and re-appoint Shri Raghu Hari Dalmia as an Advisor to the Company for term of three years starting May 01, 2022.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,06,34,122	100.0000	6,06,34,122	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	1,15,014	1,89,787	37.7341	62.2658	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,04,801	32.7303	1,15,014	1,89,787	37.7341	62.2659	0	0
Public- Non Institutions	E-Voting	1,93,73,932	7,10,253	3.6660	7,10,085	168	99.9763	0.0236	0	168
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,13,138	3.6809	7,12,970	168	99.9764	0.0236	0	168
Total	8,09,39,303	6,16,52,061	76.1707	6,14,62,106	1,89,955	99.6919	0.3081	0	168	
Resolution No.	10									
Resolution required: (Ordinary/Special)	SPECIAL - To consider and approve the alteration in objects clause of the Memorandum of Association of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,06,34,122	100.0000	6,06,34,122	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,93,73,932	7,09,041	3.6598	7,08,996	45	99.9936	0.0063	0	1,197
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,11,926	3.6747	7,11,881	45	99.9937	0.0063	0	1,197
Total	8,09,39,303	6,16,50,849	76.1692	6,16,50,804	45	99.9999	0.0001	0	1,197	
Resolution No.	11									

*Rashmi V. Khanna*

Resolution required: (Ordinary/Special)	SPECIAL - To consider and approve the alteration in the Articles of Association of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,06,34,122	6,05,59,762	99.8774	6,05,59,762	0	100.0000	0.0000	0	0
	Poll		74,360	0.1226	74,360	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,06,34,122</b>	<b>100.0000</b>	<b>6,06,34,122</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	9,31,249	3,04,801	32.7303	3,04,801	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>3,04,801</b>	<b>32.7303</b>	<b>3,04,801</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,93,73,932	7,09,192	3.6605	7,09,100	92	99.9870	0.0129	0	1,040
	Poll		2,885	0.0149	2,885	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>7,12,077</b>	<b>3.6754</b>	<b>7,11,985</b>	<b>92</b>	<b>99.9871</b>	<b>0.0129</b>	<b>0</b>	<b>1040</b>
<b>Total</b>	<b>8,09,39,303</b>	<b>6,16,51,000</b>	<b>76.1694</b>	<b>6,16,50,908</b>	<b>92</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>1040</b>	

*Pashimpu V Khanna*



**Scrutinizer(s) Report**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of the 69<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Dalmia Bharat Sugar and Industries Limited held on Tuesday, the 21<sup>st</sup> September, 2021 at 10.30 a.m. through video conferencing/other audio video means (VC/OAVM).**

Dear Sir,

I, Harish Khurana, proprietor of M/s Harish Khurana & Associates, Company Secretaries, having office at G1/208-209, 2<sup>nd</sup> Floor, Rohini, Sector-16, Delhi-110089, was appointed by the Board of Directors of **Dalmia Bharat Sugar and Industries Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote electronic voting and electronic /insta voting at the AGM under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions contained in the notice calling the 69<sup>th</sup> AGM. The 69<sup>th</sup> AGM was held through video conferencing / other audio video means ("e-AGM") on **Tuesday, the 21<sup>st</sup> September, 2021 at 10.45 a.m. (although scheduled at 10:30 A.M.) upon presence of quorum and concluded at 11.45 A.M..**

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to remote e-voting and insta voting by the members on the resolutions proposed in the Notice calling the 69<sup>th</sup> e-AGM of the Company is the responsibility of the management. My Responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated Scrutinizer's Report to the Chairman on the result of voting on the resolutions based on the reports generated from the electronic voting system provided by M/s KFin Technologies Pvt. Ltd. to the members and other participants at their platforms for participation in the e-AGM at <https://emeetings.kfintech.com> and for e-voting at <https://evoting.kfintech.com>.
2. The Company has engaged M/s KFin Technologies Private Limited to provide e-voting facilities for voting through electronic means to all the Members who were eligible to participate in the remote e-Voting.
3. The cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for their approval was Tuesday, the 14<sup>th</sup> day of September, 2021.
4. As prescribed in the Rules, the remote e-voting facility was kept open for three days from Saturday, the 18<sup>th</sup> day of September, 2021 (9.00 A.M.) till Monday, the 20<sup>th</sup> day of September, 2021 (5.00 P.M.).



5. At the end of remote e-voting period on Monday, the 20<sup>th</sup> day of September, 2021 (5.08 P.M.) voting portal of Agency was blocked forthwith by me in the presence of Mrs. Ashwarya Vaid & Ms. Sabby Bajaj, persons not connected with the Company.
6. Option for insta poll was provided to the members during the proceedings of e-AGM and for 15 minutes after the conclusion of the proceedings of e-AGM.
7. On Tuesday, the 21<sup>st</sup> day of September, 2021 at the AGM, at 11.45 a.m. the voting through remote e-voting and e-voting / insta voting process was unblocked by me after conclusion of the time provided to the shareholders for Insta voting, who had not e-voted earlier.
8. We submit our report as under:
  - i) **Ordinary Resolution for adoption of the (a) Audited Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2021, and the Reports of the Auditors' and Directors thereon and (b) audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2021, and the Reports of the Auditors' thereon – Votes In favour – 100% and Votes against -0%.**
  - ii) **Ordinary Resolution for declaration of Dividend of Rs.3/-(-150%) per equity share of Rs.2/- for the financial year 2020-21– Votes In favour – 100% and Votes against -0%.**
  - iii) **Ordinary Resolution to appoint a director in place of Shri Gautam Dalmia (DIN -00009758), who retires by rotation and being eligible, offers himself for re-appointment, Vote in favour 99.8830% and Votes against 0.1170%.**
  - iv) **Ordinary Resolution to approve the remuneration of M/s. NSBP & CO., Chartered Accountants, the Statutory Auditors of the Company for the Financial Year 2021-22 - Votes in favour- 99.9995% and Votes against 0.0005%.**
  - v) **Ordinary Resolution to ratify the remuneration of M/s R. J. Goel & Co., Cost Accountants, the Cost Auditors of the Company for the Financial Year 2021-22 – Votes in favour- 99.9998% and Vote against 0.0002%.**
  - vi) **Ordinary Resolution for appointment of Shri Rajeev Bakshi (DIN-00044621) as an Independent Director of the Company for a period of five years – Votes in favour- 100% and Votes against 0%.**
  - vii) **Special Resolution for re-appointment of Shri Gautam Dalmia (DIN -00009758) as the Managing Director of the Company for a period of five years–Votes in favour- 99.6916% and Votes against 0.3084%.**
  - viii) **Special Resolution for re-appointment of Shri Bharat Bhushan Mehta (DIN -00006890) as the Whole Time Director and Chief Executive Officer of the Company for a period of five years – Votes in favour- 99.9879% and Votes against 0.0121%.**
  - ix) **Ordinary Resolution for re-appointment of Shri Raghu Hari Dalmia as an Advisor to the Company for a period of three years – Votes in favour- 99.6915% and Votes against 0.3085%.**



- x) **Special Resolution to consider and approve the alteration in the Objects Clause of the Memorandum of Association of the Company– Votes in favour- 99.9999% and Votes against 0.0001%.**
- xi) **Special Resolution to consider and approve the alteration in the Articles of Association of the Company– Votes in favour- 99.9999% and Votes against 0.0001%.**
9. The details of the above mentioned result have been given in **Annexure-I.**

**Place: Delhi**  
**Date: 21.09.2021**

**For Harish Khurana & Associates**  
**Company secretaries**



**(Harish Khurana)**  
**C. P. No. 3506**



Date of AGM – 21<sup>st</sup> September, 2021

Total No. of Shareholders as on record date –36134

1. **Item No. 1- Details of the voting result in respect of Ordinary Resolution passed for Standalone Financial Statements for the year ended March 31, 2021 and the Report(s) of the Directors' and the Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended March 31, 2021 and the Report of the Auditors and Directors thereon:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	183	0	189	77245	61549014	0	61626259	99.9579
Dissent	0	2	0	2	0	2	0	2	0
Abstain votes	0	0	3	3	0	0	25974	25974	0.0421
Total	6	185	3	194	77245	61549016	25974	61652235	100

2. **Item No. 2 - Details of the voting result in respect of Ordinary Resolution passed for declaration of Dividend of Rs.3/-(150%) per equity share of Rs.2/- for the financial year 2020-21:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	185	0	191	77245	61574983	0	61652228	100
Dissent	0	2	0	2	0	2	0	2	0
Invalid votes	0	0	1	1	0	0	5	5	0
Total	6	187	1	194	77245	61574985	5	61652235	100



**3. Item No. 3 - Details of the voting result in respect of Ordinary Resolution passed to appoint a director in place of Shri Gautam Dalmia (DIN -00009758), who retires by rotation and being eligible, offers himself for re-appointment:**

**Mode of Voting :e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	182	0	188	77245	61502775	0	61580020	99.8829
Dissent	0	4	0	4	0	72044	0	72044	0.1169
Invalid votes	0	0	2	2	0	0	165	165	0.0002
Total	6	186	2	194	77245	61574819	165	61652229	100

**4. Item No. 4 - Details of the voting result in respect of Ordinary Resolution passed to approve the remuneration of M/s. NSBP & CO., Chartered Accountants, the statutory auditors of the Company for the financial year 2021-22:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	180	0	186	77245	61573664	0	61650909	99.9978
Dissent	0	6	0	6	0	291	0	291	0.0005
Invalid votes	0	0	2	2	0	0	1035	1035	0.0017
Total	6	186	2	194	77245	61573955	1035	61652235	100



5. **Item No. 5 - Details of the voting result in respect of Ordinary Resolution passed for to ratify the remuneration of M/s R.J. Goel & Co., Cost ACCOUNTANTS, the Cost Auditors of the Company for the financial year 2021-22:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	179	0	185	77245	61573666	0	61650911	99.9979
Dissent	0	6	0	6	0	123	0	123	0.0002
Invalid votes	0	0	3	3	0	0	1195	1195	0.0019
Total	6	185	3	194	77245	61573789	1195	61652229	100

6. **Item No.6 - Details of the voting result in respect of Ordinary Resolution for appointment of Shri Rajeev Bakshi (DIN-00044621) as an Independent Director of the Company for a period of five years:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	184	0	190	77245	61573942	0	61651187	99.9983
Dissent	0	4	0	4	0	13	0	13	0
Invalid votes	0	0	2	2	0	0	1035	1035	0.0017
Total	6	188	2	196	77245	61573955	1035	61652235	100





**7. Item No.7 – Details of voting result in respect of Special Resolution for re-appointment of Shri. Gautam Dalmia (DIN-00009758) as the Managing Director of the Company for a period of five years:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	171	0	177	77245	61385067	0	61462312	99.6920
Dissent	0	15	0	15	0	189909	0	189909	0.3080
Invalid votes	0	0	2	2	0	0	8	8	0
Total	6	186	2	194	77245	61574976	8	61652229	100

**8. Item No. 8 - Details of voting result in respect of Special Resolution for re-appointment of Shri Bharat Bhushan Mehta (DIN -00006890) as the Whole Time Director and Chief Executive Officer of the Company for a period of five years:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	180	0	186	77245	61566369	0	61643614	99.9860
Dissent	0	7	0	7	0	7426	0	7426	0.0120
Invalid votes	0	0	3	3	0	0	1195	1195	0.0020
Total	6	187	3	196	77245	61573795	1195	61652235	100



**9. Item No. 9 - Details of the voting result in respect of Ordinary Resolution passed to re-appointment of Shri Raghu Hari Dalmia as an Advisor to the Company for a period of three years:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	168	0	174	77245	61384861	0	61462106	99.6916
Dissent	0	18	0	18	0	189955	0	189955	0.3081
Invalid votes	0	0	3	3	0	0	168	168	0.0003
Total	6	186	3	195	77245	61574816	168	61652229	100

**10. Item No. 10- Details of the voting result in respect of Special Resolution passed for amendment in the Objects Clause of the Memorandum of Association of the Company:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	180	0	186	77245	61573559	0	61650804	99.9980
Dissent	0	4	0	4	0	45	0	45	0
Invalid votes	0	0	4	4	0	0	1197	1197	0.0020
Total	6	184	4	194	77245	61573604	1197	61652046	100





**11. Item No.11 - Details of the voting result in respect of Special Resolution passed for alteration in of the Articles of Association of the Company:**

**Mode of Voting: e-Voting & Instapoll**

Particulars	Number of Members Voting through				Number of votes cast through				Total in Percentage
	Instapoll	e-Voting	Abstain	Total	Instapoll	e-Voting	Abstain	Total	
Assent	6	180	0	186	77245	61573663	0	61650908	99.9981
Dissent	0	4	0	4	0	92	0	92	0.0001
Invalid votes	0	0	4	4	0	0	1040	1040	0.0018
Total	6	184	4	194	77245	61573755	1040	61652040	100

**RECOMMENDATION:** Items 1-11 specified in the Notice of 69<sup>th</sup> AGM have been passed with majority. You may accordingly declare the result of voting.

Place: Delhi

Date: 21<sup>st</sup> September, 2021

For Harish Khurana & Associates  
Company secretaries



(Harish Khurana)  
C. P. No. 3506

**E-voting & Instapoll:**

- We have prepared our report based on the input received from the agency appointed by the Company, i.e., KFin Technologies Private Limited, which has provided the facility to the members to cast their votes through remote e-voting or Instapoll while attending the AGM.
- Shareholders who have attended the AGM, but not opted to cast their vote, have been considered as abstain votes in the report against the respective resolutions stated above.

**Place: Delhi**

**Date: 21<sup>st</sup> September, 2021**

**For Harish Khurana & Associates  
Company secretaries**



*(Handwritten signature)*  
**(Harish Khurana)**

**C. P. No. 3506**

**Annexure - 2**

**Agenda Item Nos. 6, 7 and 8 – Change in Directors/Key Managerial Personnel**

<b>S. No.</b>	<b>Particulars</b>	<b>Shri Rajeev Bakshi</b>	<b>Shri Gautam Dalmia</b>	<b>Shri Bharat Bhushan Mehta</b>
1.	Reason for change	Appointment	Re-Appointment	Re-Appointment
2.	Date and term of appointment	February 05, 2021 Five years	January 16, 2022 Five Years	April 01, 2022 Five Years
3.	Brief profile	<p>Shri Rajeev Bakshi is an Economics graduate from St. Stephens College, Delhi University and an MBA from the Indian Institute of Management, Bangalore and has a leadership experience of over 40 years across food and FMCG businesses. In his professional career, he has held senior leadership positions and had also been awarded by IIM Bangalore the “Distinguished Alumni Award “in recognition</p>	<p>Shri Gautam Dalmia holds B.S. and M.S. degrees in Electrical Engineering from Columbia University.</p> <p>He has about 28 years of experience in cement and sugar industries. He was a part of the team which lead to diversification of sugar business in the Company in the year 1994.</p>	<p>Shri Bharat Bhushan Mehta is B. Com (Hons.) and a Member of the Institute of Chartered Accountants of India 1976.</p> <p>He has about 45 years of experience in the field of Accounts, Finance, Commercial, Projects, Operations and General Management in sugar and allied businesses.</p>

***Dalmia Bharat Sugar and Industries Limited***

		of his contributions to business and society in 2014.		
4.	Disclosure of relationships between directors	None	None	None

**Agenda Item Nos. 10 and 11 - Amendments to the Memorandum and Articles of Association in brief.**

The Company was incorporated as “Dalmia Cement (Bharat) Limited” on November 01, 1951 under the Companies Act, 1913. The main objects of the Company at the time of incorporation was “Cement”. The Company diversified its business activities into sugar business in 1994. The objects clause of the Company has been amended from time to time since incorporation.

Since, the Company is no more engaged in cement business and is expanding in sugar and allied business(es), venturing out in consumer business, engaged in distillery, power and refractory business, and in view of changes in the Company law from time to time and upon enforcement of the Companies Act, 2013, the objects clause of the Memorandum of Association has been amended by –

- a. incorporating current business specific clauses;
- b. deleting cement business related clauses; and
- c. renumbering and rearranging the new and old relevant clauses in accordance with the provisions of the Companies Act, 2013.

Further, pursuant to the Companies Act, 2013 and other amendments from time to time, several clauses in the existing Articles of Association had become redundant or needed extensive modification. Under the circumstances, the existing Articles of Association have been replaced with a new set of Articles of Association of the Company.