

November 11, 2021

The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001  
**BSE Scrip Code: 500097**

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400 051  
**NSE Scrip Symbol: DALMIASUG**

**Re: Voting Results of the Meeting of the Equity Shareholders of Dalmia Bharat Sugar and Industries Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') held on November 10, 2021**

Dear Sir(s)/ Ma'am,

Pursuant to the NCLT order pronounced on September 22, 2021 ("Order") in the Company Scheme Application No. CA / 52 / CAA / 2021, meeting of the Equity shareholders of the Company was held on Wednesday, 10<sup>th</sup> November, 2021 at 11:00 a.m. ("Meeting") through video conferencing to consider and if thought fit approve the Scheme of Amalgamation between Himshikhar Investment Limited and Dalmia Bharat Sugar and Industries Limited and their respective shareholders and creditors ("Scheme"). The scheme was approved by shareholders of the Company with requisite majority.

In this regard, please find enclosed the following:

- Voting results in respect of the matter transacted at the said Meeting, in terms of Regulation 44(3) of the SEBI Regulations as Annexure A; and
- The Report submitted by the Scrutinizer, Mr. S Venkateswaran, Practicing Company Secretary, for remote e-voting and e-voting done during the Meeting as Annexure B.

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company at [www.dalmiasugar.com](http://www.dalmiasugar.com) and on the website of e-voting agency; [www.kfintech.com](http://www.kfintech.com).

***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)

You are requested to take the above on record.

Yours faithfully,

**For Dalmia Bharat Sugar and Industries Limited**

*Aashhima V Khanna*

Name: Aashhima V Khanna

Place: New Delhi

Date: November 10, 2021

Encl.: As above

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

SLNO	DESCRIPTION					
A	DATE OF NCLT CONVENED SHAREHOLDERS MEETING	<b>10-11-2021</b>				
B	CUT – OFF DATE	<b>04-11-2021 TO 04-11-2021 ( BOTH DAYS INCLUSIVE )</b>				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	<b>36126</b>				
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	<b>75</b>				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ( )	<b>15</b>	<b>0</b>	<b>15</b>	<b>43839038</b>	<b>54.16286</b>
	PUBLIC	<b>60</b>	<b>0</b>	<b>60</b>	<b>60975</b>	<b>0.07533</b>
	TOTAL	<b>75</b>	<b>0</b>	<b>75</b>	<b>43900013</b>	<b>54.23819</b>
E	No. of shareholders attended the meeting through Video conferencing - 75.					

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S. Venkateswaran  
M Com BGL LLB FCS  
Practising Company Secretary

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180, Luz Church Road, Mylapore, Chennai - 600 004.  
Ph: +91 44 2466 3499 Mob: +91 94433 57974  
[csvenkateswaran.s@gmail.com](mailto:csvenkateswaran.s@gmail.com)

To  
Mr. S Vijayaraghavan,  
The Chairperson appointed by the Hon'ble NCLT,  
Chennai Bench.

**Subject:** Consolidated Scrutinizer's Report of the result of meeting of Equity Shareholders through (i) remote e-voting and (ii) e-voting conducted during the meeting in the matter of HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) and DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) before the National Company Law Tribunal, Chennai Bench.

Dear Sir,

This is to bring to your attention that, pursuant to the directions of the Hon'ble National Company Law Tribunal passed vide order dated September 22, 2021, I am required to monitor and scrutinize the voting process being undertaken through (i) remote e-voting and (ii) e – voting conducted during the meeting of the Equity Shareholders of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company)(collectively referred to as "E – Voting")

On the basis of the E-Voting, I have prepared my report ("Scrutinizer Report") and hereby enclosed the same as an **Annexure 1**.

Thanking you,

VENKATESWARAN  
SAMBAMURTHY

Digitally signed by  
VENKATESWARAN SAMBAMURTHY  
Date: 2021.11.11 13:42:51 +05'30'

Mr. VENKATESWARAN SAMBAMURTHY  
Practicing Company Secretary



S. Venkateswaran  
M Com BGL LLB FCS  
Practising Company Secretary

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## ANNEXURE 1

### SCRUTINIZER REPORT

To,

Mr. S Vijayaraghavan,

The Chairperson appointed by the Hon'ble NCLT,  
Chennai Bench,

For the Tribunal Convened meeting through remote e-voting and e – voting conducted during the meeting of the Equity Shareholders of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED, on Wednesday, November 10, 2021 at 11:00 A.M.

**Subject:** Consolidated Scrutinizer's Report of the result of meeting of Equity Shareholders through (i) remote e-voting and (ii) e-voting conducted during the meeting in the matter of HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) and DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) before the National Company Law Tribunal, Chennai Bench.

Dear Sir,

This is to bring to your attention that I, Venkateswaran Sambamurthy, Occupation: Practicing Company Secretary and having office at No.27 TNHB Complex, 180 Luz Church Road, Luz Corner, Mylapore Chennai – 600004 Tamil Nadu, India, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal (“NCLT”/” **Tribunal**”), Chennai Bench, vide order dated September 22, 2021. This appointment is with respect to the scrutiny of the meeting to be conducted for the Equity Shareholders of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) through E-Voting, ending on Wednesday, November 10, 2021 at 11:00 A.M., under Sections 230 – 232 of the Companies Act, 2013. The meeting of the Equity Shareholders of the Transferee Company had been directed to be conducted through E – Voting for securing the approval of the Scheme of Amalgamation of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) and HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) (“**Scheme**”).

As the Scrutinizer, I am required to monitor and scrutinize the voting process being undertaken through remote e-voting, conducted from Friday, November 05, 2021 (9.00AM IST) to Tuesday, November 09, 2021 (5.00PM IST) and e – voting conducted during the meeting of the Equity Shareholders of the Transferee Company on November 10, 2021 and submit the Scrutinizer Report on the result of voting process. Accordingly, vide discussions held on various dates with the Counsel of the Transferee Company, the Scheme was explained to me, as to be approved by the Equity Shareholders of the Transferee Company. Further, I have obtained all requisite assistance from persons well-versed with the electronic voting system, who are not related to the Transferee



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Practising Company Secretary

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Company. Therefore, I am acquainted with the facts concerning the matter, and competent to submit this Scrutinizer Report.

The Chairperson convened the meeting of the Equity Shareholders which was scheduled for 11:00 A.M. However, it was found that the quorum as was required was not complete. Resultantly, the meeting was adjourned for 30 minutes to await the presence of shareholders

At the adjourned meeting at 11:30 A.M, the I confirmed to the Chairperson that as per the order of the Hon'ble National Company Law Tribunal, Chennai Bench the persons present and voting shall be deemed to constitute the quorum

### **E-VOTING PROCESS:**

1. I was provided a registered account on the website of kfintech, to obtain daily information of the ongoing voting process. The information pertaining to the daily voting, by means of a Dashboard recording the access of the platform and voting in Real Time, the documents relied upon by the voters, relevant Board Resolutions and Authorization Letters as applicable, was exhibited to me.
2. The remote e-voting commenced on Friday, November 05, 2021 at 9:00AM IST and ended on Tuesday, November 09, 2021 at 5:00 PM IST after which the voting was automatically disbanded on the website of kfintech and no further votes were recorded by the system.
3. The e-voting was also made active during the meeting on November 10, 2021 held at 11:30 A.M. The e-voting commenced after conclusion of the meeting of Equity Shareholders and remained active till 11:45 A.M., i.e, 15 minutes from the conclusion of the said Meeting. I unblocked the E-Voting results on the kfintech platform on November 10, 2021 at 12:05 P.M. and report was generated on the polled votes of Equity Shareholders of the Transferee Company by the system. A 'PDF' copy of the report was also generated which is annexed as Exhibit 'A' to my report. The reports generated in the system of kfintech were shared with me, via email immediately.
4. I have relied on the information provided by kfintech, with regard to details provided through the system generated reports. Subsequently, I had examined the said reports and bifurcated the votes polled "FOR" or "AGAINST" or "ABSTAIN".

### **RESULT OF THE E-VOTING:**

Details of the votes casted by way of E-Voting with respect to the Resolutions proposed for the purpose of E-Voting ("**Resolution**") are summarized below. The Resolutions as voted upon are reproduced below.



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RESOLUTION – to approve the arrangement embodied in the Scheme of Amalgamation of HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) with DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) and their respective Shareholders and Creditors.

**DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED**

**REPORT ON THE RESULTS OF THE E-VOTING OF EQUITY SHAREHOLDERS OF THE COMPANY ON THE RESOLUTION:**

Net votes cast by the Equity Shareholders:

Particulars	Number of Equity Shareholders voted	No. of votes cast by them
Votes Casted		
Remote e-voting:	171	61518470
E-voting:	19	75009
Less “Votes Cast Against” Cases		
Remote e-voting:	1	2795
E-voting:	0	0
“Abstained” Cases		
Remote e-voting:	7	NA
E-voting:	0	0
Net Votes Cast	182	61593479

Votes cast by Equity Shareholders **in favour** of the Resolution:

Number of Equity Shareholders voted	Number of votes	Percentage
Remote e-voting: 163	61515257	99.99%
E-voting: 19	75009	100%
Total: 182	61590266*	99.99%

\*Which constitutes 76.09% of the total Paid-up shares as on 04.11.2021 (the cut-off date)

Votes cast by Equity Shareholders **against** the Resolution:

Number of Equity Shareholders voted	Number of votes	Percentage
Remote e-voting: 1	2795	0.0045%
E-voting: 0	0	0

Equity Shareholders who **abstained** the Resolution:

Number of Equity Shareholders voted	Number of votes	Percentage
Remote e-voting: 7	418	NA
E-voting: 0	0	0



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My responsibility as a scrutinizer is to ensure that the voting process, in all modes, is conducted in a fair and transparent manner and to render this Scrutinizer Report, based on the reports generated from the electronic voting platform provided by kfintech.

Accordingly, I hereby submit this Scrutinizer Report, reporting the results of the remote e-voting and e-voting conducted during the meeting of the Equity Shareholders of the Transferee Company, conducted for the approval of the Scheme. As per the said results, the Resolution with respect to the same has been approved by the Equity Shareholders of the Transferee Company without any modifications.

I request you to countersign this Scrutinizer Report and share with us the same to enable the Company to place it on its website and to comply with relevant provisions of Companies Act, 2013.

Place: Chennai  
Date: 10.11.2021  
UDIN: F003335C001394527

**VENKATESWARAN**  
**SAMBAMURTHY**  
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VENKATESWARAN  
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**VENKATESWARAN SAMBAMURTHY**  
**Practicing Company Secretary**  
FCS: 3335  
COP: 11840