



NOTICE

NOTICE is hereby given pursuant to the relevant provisions of the Companies Act, 2013 (the "Companies Act") read with the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), and other applicable provisions, if any, that the Twenty fifth (25th) Annual General Meeting of the Company will be held on Thursday, September 05, 2019, at 12.30 p.m. at the Registered Office of the Company at Dwarikesh Nagar - 246 762, Dist. Bijnor, Uttar Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 together with the Directors' Report and the Auditors' Report thereon.
2. To declare dividend on 8% Cumulative Redeemable Preference Shares (Series II).
3. To declare dividend of ₹1 per equity share (i.e,100%), for the year ended March 31, 2019.
4. To appoint a Director in place of Shri Vijay S. Banka, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. To alter the Articles of Association of the Company and in this regard pass, with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and are hereby accorded for alteration of the Articles of Association of the Company by substituting 'Article 86(1)' under the heading 'Board of Directors' as follows:

"86 (1) Executive Chairman & Independent Directors shall be a Director not liable to retire by rotation. The Board shall have the power to determine the Directors, whose period of office, is or is not liable to retire by rotation which also includes the Executive Directors of the Company."

RESOLVED FURTHER THAT the Shri B.J. Maheshwari, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper

or expedient to give effect to the aforesaid resolutions and for matters connected therewith or incidental thereto."

6. To appoint Shri G.R. Morarka (DIN: 00002078) as Executive Director of the Company and in this regard pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152 and 160 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force), Shri G.R. Morarka (**DIN: 00002078**), who was appointed as an Additional Director of the Company with effect from January 01, 2019, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of Executive Director be and is hereby appointed as a Executive Director of the Company;

RESOLVED FURTHER THAT the Shri B.J. Maheshwari, Managing Director & CS cum CCO be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolutions and for matters connected therewith or incidental thereto."

7. To appoint Shri G.R. Morarka (DIN: 00002078) as Whole Time Director Designated as Executive Chairman of the Company and in this regard pass, with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements), 2015 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force), consent of the Members be and are hereby accorded to appoint Shri G.R. Morarka (**DIN-00002078**) as Whole Time Director designated as Executive Chairman of the Company for a period of 3 (Three) years with effect from January 1, 2019 on the terms and

conditions including remuneration as set out in the Statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of Shri G.R. Morarka, the remuneration as mentioned in the Explanatory Statement shall be paid to him as Minimum Remuneration;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To appoint Cost Auditor for the Financial Year 2019-20 and in this regard pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions

(including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ramanath Iyer & Co., Cost Accountants (Firm Reg. No.000019) who has been appointed by the Board as Cost Auditors of the Company, be and is hereby approved to conduct audit of cost records of the Company for the financial year ending 31st March, 2020, for remuneration as set out in the explanatory statement annexed hereto."

By the Order of the Board,
For Dwarikesh Sugar Industries Limited

B.J. Maheshwari

Managing Director & CS cum CCO

(DIN - 00002075)

Place: Mumbai

Date: May 23, 2019

Registered Office:

Dwarikesh Sugar Industries Limited

Dwarikesh Nagar-246762, Dist: Bijnor, Uttar Pradesh

CIN: L15421UP1993PLC018642

Web: www.dwarikesh.com

E-mail: investors@dwarikesh.com

Tel: 01343-267061/64 Fax: 01343-267065

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid.
3. Proxies, in order to be effective, should fill in attached proxy form duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
4. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
5. The Register of Members & Share Transfer Books of the Company will be closed from Friday, August 30, 2019 to Thursday, September 05, 2019 (both days inclusive) for the purpose of identification of members who shall be entitled for preference dividend and/or equity dividend for the financial year ended



March 31, 2019 and attend Annual General Meeting of the Company.

6. Dividend on Equity Shares and Preference shares (Series II), if declared, shall be payable to those members, whose name appear in Register of Members as on Thursday, August 29, 2019 within a period of 30 days from the date of declaration.
 - a. As beneficial owners at the end of business hours on August 29, 2019, as per the lists to be furnished by Depositories in respect of the shares held in electronic form,
 - b. As members in the Register of Members of the Company after giving effect to valid transfers in physical form lodged with the Company on or before August 29, 2019.
 - c. Members are requested to update their Bank details with their Depository Participants in case of shares held in demat mode else with Company or Registrar of Transfer Agents if share are held in Physical mode to facilitate smooth payment of dividend as when declared by the Company and approved by the shareholders.
7. Members are requested to notify any change in their address immediately to the Company.
8. Members/proxies are requested to bring their copy of Annual Report, while attending the Annual General Meeting.
8. Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 which can be obtained from the Company's Registrar & Transfer Agents (RTA) M/s. Universal Capital Securities Pvt. Ltd.
9. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Registered Office well in advance so that the same reaches the Company at least ten days before the date of the meeting to enable the Management to keep the information required readily available.
10. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with The Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and subsequent amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven consecutive years from the date of its transfer to the Unpaid dividend account of the Company is required to be transferred together with the unclaimed shares of such dividend to the

Investor Education and Protection Fund (IEPF) established by the Central Government. No dividend has been declared for the accounting years 2009-10 thus no amount is to be transferred to the Investor Education and Protection Fund. No claim shall lie against the Company for the amount of dividend transferred earlier. Investors can claim the unpaid dividend/shares so transferred to IEPF by filing form IEPF 5.

11. Pursuant to the green initiatives by the Ministry of Corporate Affairs, the Company proposes to send all documents like Notice of AGM, Audited Financial Statements, Directors Report, Auditors Report etc. henceforth to Members in electronic form, who have made available either directly or through their DP their email addresses so as to receive the same in electronic form on their email addresses. Members may also download these documents from Company's Website www.dwarikesh.com. The physical copy of Annual Report will also be made available free of cost to the members on their written request. Members who have not given specific consent for receipt of these documents in electronic form hitherto are requested to register their email addresses by sending their details to their Depository participants or Company or its RTA & also their consent by e-mail to investors@dwarikesh.com or by a written consent to Company's Corporate Office or to its RTA.
12. SEBI has mandated the submission of PAN by every participant in securities market. Members who are holding the shares in electronic mode are therefore requested to submit the PAN to their depository participants with whom they are having their demat accounts. Members having shares in physical form can submit their PAN details to the Company or its RTA.
13. Securities and Exchange Board of India (SEBI) vide its notification dated 08th June, 2018 has notified all listed Companies and Registrar & Transfer Agents that transfer of securities shall be carried out only in dematerialised form.

Accordingly, attention of all shareholders holding shares in physical form, is brought to the following:

- Company & RTA shall not effect transfer of securities held in physical form from April 01, 2019.
 - This restriction shall not be applicable for transmission or transposition of securities held in physical form.
14. Other Disclosures:
Other Disclosures are given in Corporate Governance Report.

15. In compliance of provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the Company is pleased to provide its members facility to exercise their votes by electronic means (remote e-voting) and the business may be transacted through e-voting as per the instructions below:

Details of Scrutinizer: Shri DP Agarwal, Chartered Accountants, has been appointed as the Scrutinizer to scrutinize e-voting in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and make out a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

16. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form at AGM. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dwarikesh.com and on the website of CDSL www.evotingindia.com in two days of the passing of the Resolutions at the 25th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

17. The Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the Central Depository Services Limited (CDSL) as on 02nd August, 2019.

The instructions for members voting electronically are as under:

- (i) The voting period begins on 02nd September, 2019 at 9.00 a.m. and ends on 04th September, 2019 at 5.00 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 29th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as Sr. No affixed on annual report in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However,



members holding shares in demat 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant DWARIKESH SUGAR INDUSTRIES LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

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

ITEM NO. 5

The existing clause 86(1) of the Articles of Association (AoA) of the Company provided that the “*Managing Director & Independent Director shall not be liable to retire by rotation*” which is in conflict with the provisions of Section 152 (6) of the Companies Act, 2013. As the Company Board Comprises of 3 Executive Directors and 3 Independent Directors (which are not liable to retire by rotation) and out of 3 Executive Directors 2 are Managing Directors and 1 Executive Chairman who shall not be liable to retire by rotation.

So in order to bring AoA of the Company in line with provisions of Section 152 (6) of Companies Act, 2013 and to ensure compliance of all the applicable provisions of the Companies Act, 2013, the Board recommends the resolution set forth in Item No. 5 for the approval of members by way of Special Resolution. Copy of existing AoA is available for inspection at the Registered Office of the Company and can be obtained by any shareholders on demand.

None of the Directors/Managers/Key Managerial Personnel and their relatives have any material pecuniary interest in this resolution except to the extent of their interest as members of the Company pursuant to their shareholding.

ITEM NO. 6

The Board of Directors, at its meeting held on December 17, 2018, approved the appointment of Shri G.R. Morarka as an Additional Director, on the Board of the Company with effect from January 1, 2019, subject to the shareholders’ approval. The details of Shri G.R. Morarka, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

The Board of Directors recommend the Ordinary Resolution as detailed in Item No. 6 of the Notice for the approval of the shareholders.

Except Shri G.R. Morarka and his relatives, none of the other Directors/Managers/Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 7

Shri G.R. Morarka, who had stepped down from the position of Managing Director and as Director from the Board of the Company on April 18, 2018 owing to his health issue, had consented to rejoin

the Board.

The Board of Director, in its meeting held on December 17, 2018, subject to approval of members, had appointed Shri G.R. Morarka (**DIN-00002078**) as a Whole Time Director, designated as Executive Chairman of the Company, for a period of 3 years with effect from January 1, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members’ approval for the appointment of and remuneration payable to Shri G.R. Morarka as a Whole Time Director, designated as Executive Chairman of the Company, in terms of applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Shri G.R. Morarka are as under:

SECTION 1

Remuneration payable when the Company has Profits:

Remuneration by way of salary, perquisites, commission, allowances and other benefits subject to the condition that the total remuneration payable to both the Managing Directors and a Whole Time Director shall not exceed 10% of the Net Profit of the Company for the year, however the maximum amount that can be paid as commission to Shri G.R. Morarka in a year shall not exceed ₹5 crores. Net Profits is required to be computed u/s 198 of the Companies Act, 2013.

SECTION 2

Remuneration payable when the Company has no profits or inadequate profits:

Minimum Remuneration

Category A

i) Remuneration:

a) **Salary:** ₹20,00,000/- per month.

b) Perquisites and allowances:

i) **Other Allowances:** Allowances for conveyance, Children Education allowance and such other allowances as per rules of the Company.

ii) **Other Perquisites:** Subject to overall ceiling on



remuneration mentioned here in below, the Executive Chairman may be given other allowances, benefits and perquisites as the Board of Directors may decide from time to time.

- iii) **Explanation:** Perquisites shall be evaluated as per Income-tax Rules, 1962 wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Category B

c) Others:

- i) **Contribution to Provident Fund:** Company's contribution to Provident Fund to the extent the same is not taxable under the Income-tax Act, 1961.
- ii) **Gratuity:** Gratuity payable to the extent permitted under the Payment of Gratuity Act, 1972.
- iii) **Leave:** Encashment of leave at the end of the tenure as per the Rules of the Company.
- iv) **Conveyance:** The Company shall provide him with car, expenses relating to fuel, maintenance and Provision of Driver or remuneration of driver will be reimbursed on actuals.
- v) **Communication:** Further the Company shall also provide telephones, telefax, mobile and other communication facilities for official purposes.

Explanations:

- I. Provision of Chauffer driven car or reimbursement of Driver's remuneration on Company's business and Telephone, telefax, mobile and other communication facilities at residence for official purposes will not be considered as perquisites. Personal Long distance calls and use of car for private purpose shall be billed by the Company to the Executive Chairman.

Perquisites or amenities specified in Category B are not to be included in the computation of ceiling on minimum remuneration specified herein above.

II. Overall remuneration:

The aggregate of salary, perquisites, benefits and other allowances or remuneration in any other form in any Financial Year shall not exceed the limits prescribed from time to time under Sections 196, 197 and other applicable provisions of the Companies Act, 2013.

III. Minimum remuneration:

In the event of loss or inadequacy of profits, in any financial year, the payment of salary, perquisites and other allowances shall be governed by the provisions of Section II (A) of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force such as not to exceed two times the limits provided in Table A of section II of Schedule V of Companies Act, 2013.

IV. Other Terms and Conditions:

Other terms and conditions of appointment of Shri G.R. Morarka, Executive Chairman are as under:

- a. The Executive Chairman shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- b. The Executive Chairman shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company in future without prior approval of the Central Government.
- c. The Executive Chairman shall not be liable to retire by rotation.

Details of Shri G.R. Morarka are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the same to the members for their approval by means of an Ordinary Resolution.

Except Shri G.R. Morarka and his relatives, none of the other Directors/Managers/Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 8

The Board, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Regn. No.000019) as the Cost Auditors to conduct the audit of the cost records of the Company relating to Sugar (including Industrial Alcohol) and Electricity for the financial year ending 31st March, 2020 at a remuneration of ₹1,55,000/- p.a. plus Good & Service Tax at the applicable rate and reimbursement of travelling expenses. 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 approved by the members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 8 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

The Board recommends the ordinary resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives, in any way, are concerned or interested, financially or otherwise, in the proposed resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN ANNUAL GENERAL MEETING [Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Shri Vijay S. Banka	Shri G.R. Morarka
Date of Birth	June 10, 1958	January 1, 1962
Nationality	Indian	Indian
Director since	May 1, 2009	January 01, 2019
Qualifications	Chartered Accountant	B.Com. ICWA Inter
Experience & Expertise	He has more than three decades of experience in handling Finance, Accounts and Treasury Functions.	He is founder-promoter of the Company and is a sugar industry veteran with over two decades of Sectoral Experience. He is also recipient of Indira Gandhi Priyadarshini Award for Management, coveted Bhamasha Award, Indira Gandhi Sadbhavna Award and Swami Krishnanand Saraswati Purashkar.
Shareholding of Directors in Company	Expertise: Finance & Strategy Nil	Expertise: Finance & Strategy 2,82,66,590
Directorship held in other public companies excluding foreign and private companies	Morarka Finance Limited Faridpur Sugars Limited	Morarka Finance Limited Faridpur Sugars Limited Dwarikesh Agriculture Research Institute Dwarikesh Informatics Limited Dwarikesh Trading Company Limited
Chairmanship / Memberships of committees*	Chairmanship: (0) Membership: (2)	Chairmanship: (0) Membership: (1)
Relationship between Directors inter-se	Nil	Nil

*Committee Membership or Chairmanship includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies (Whether listed or not)

By the Order of the Board,
For Dwarikesh Sugar Industries Limited

Place: Mumbai
Date: May 23, 2019

Registered Office:
Dwarikesh Nagar – 246762, Dist: Bijnor, Uttar Pradesh

B.J. Maheshwari
Managing Director & CS cum CCO
(DIN - 00002075)

DWARIKESH SUGAR INDUSTRIES LIMITED

Regd. Office: Dwarikesh Nagar – 246762, Dist. Bijnor, U.P.

CIN: L15421UP1993PLC018642

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **25th ANNUAL GENERAL MEETING** of the Company held on Thursday, September 05, 2019 at 12.30 p.m. at Dwarikesh Nagar – 246762, Dist. Bijnor, U.P.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy



DWARIKESH SUGAR INDUSTRIES LIMITED

Regd. Office: Dwarikesh Nagar – 246762, Dist. Bijnor, U.P.

CIN: L15421UP1993PLC018642

PROXY FORM

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

Name of Member(s) Registered address		E-mail Id Folio No/ *Client Id *DP Id	
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I/We, being the member(s) of _____ shares of Dwarikesh Sugar Industries Limited, hereby appoint:

- 1) _____ of _____ having e-mail id or failing him _____ or failing him
- 2) _____ of _____ having e-mail id or failing him _____ or failing him
- 3) _____ of _____ having e-mail id or failing him _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th ANNUAL GENERAL MEETING** of the Company, to be held on Thursday, September 05, 2019 at 12.30 p.m. at Dwarikesh Nagar – 246762, Dist. Bijnor, U.P. and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Adoption of Financial Statement for the year ended March 31, 2019.		
2. Declaration of Dividend on 8% Cumulative Redeemable Preference Shares (Series II)		
3. Declaration of Dividend on Equity Shares of the Company.		
4. Appoint Director in place of Shri Vijay S. Banka who retires by rotation and being eligible offers himself for re-appointment		
5. Alteration of Articles of Association.		
6. Appoint Shri G.R. Morarka As Executive Director of the Company.		
7. Appoint Shri G.R. Morarka as Whole Time Director Designated as Executive Chairman of the Company		
8. Appointment & fixation of remuneration of Cost Auditors.		

Signed this _____ day of _____ 2019

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Signature of shareholder

Affix
revenue
stamp of not
less than ₹1

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



AGM VENUE ROUTE MAP

