

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 52<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DAVANGERE SUGAR COMPANY LIMITED WILL BE HELD ON TUESDAY, THE 29<sup>th</sup> DAY OF AUGUST, 2023, AT THOGATAVEERA SAMUDHAYA BHAVANA, M.C.C. 'A' BLOCK, DAVANGERE – 577 004 AT 11 A.M.

TO TRANSACT THE FOLLOWING BUSINESS: -

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss of the Company and the Cash Flow Statement for that period and other Annexures thereof for the Financial Year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Abhijit Ganesh Shamanur (DIN: 03451918), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS****3. RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE F.Y 2023-24**

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

“**RESOLVED THAT** pursuant to the provisions of sub-section (3) of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. M. R. Krishna Murthy, Cost Accountant, (having RegNo.FCMA7658) appointed by the Board of Director of the Company as Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year 2023-24 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus GST as applicable and reimbursement of out-of-pocket expenses incurred be and is hereby ratified.”

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

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

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

Sr. No.	Name of promoters seeking Reclassification	Number of Shares held	% of holding
1	Veena S B	30,000	0.03189
2	Sangappa	6,800	0.00723
3	Hanumappa S G	5,000	0.00531
4	Kotresh B O	4,000	0.00425
5	Shivappa D S	3,000	0.00319
6	Umesh K G	3,000	0.00319
7	Basavana Gowda H	2,500	0.00266
8	Karibasappa H B	2,500	0.00266



Sr. No.	Name of promoters seeking Reclassification	Number of Shares held	% of holding
9	Nagaraj B	2,500	0.00266
10	Siddappa B	2,500	0.00266
11	Ujjappa K G	2,500	0.00266
12	Halol Ramappa	2,000	0.00213
13	Nagappa S	2,000	0.00213
14	Onkarappa H B	2,000	0.00213
15	Shekarappa B K	1,550	0.00165
16	Dharmappa H	1,500	0.00159
17	Dhanyakumar K G	1,500	0.00159
18	Hanumanthappa K G	1,500	0.00159
19	Narappa K M	1,500	0.00159
20	Prabhulingappa T	1,500	0.00159
21	Shivappa K T	1,500	0.00159
22	Onkarappa Y	1,000	0.00106
23	Ramachandrappa H B	1,000	0.00106
24	Somashekar K V	1,000	0.00106
25	Ujjappa B Y	1,000	0.00106
26	Mallesappa S M	591	0.00063
27	Chandrappa K G	585	0.00062
28	Ajjappa V G	500	0.00053
29	Lokeshappa H	500	0.00053
30	Lingaswamy H R	500	0.00053
31	Ningappa H	388	0.00041
32	Revanasiddappa A G	330	0.00035
33	Leela L	300	0.00032
34	Marulasiddappa H G	230	0.00024
35	Sannabasappa K G	200	0.00021
36	Shanthappa D G	200	0.00021
37	Shanthamma S B	200	0.00021
38	Prabhudev H D	148	0.00016
39	Hanumanthappa S N	146	0.00016
40	Neelakantappa V	135	0.00014
41	Nanjappa A	124	0.00013
42	Karibasappa K	119	0.00013
43	Sharanappa N	118	0.00013
44	Devendrappa H K	100	0.00011
45	Manjunathappa K G	100	0.00011
46	Shivanandappa K G	100	0.00011



Sr. No.	Name of promoters seeking Reclassification	Number of Shares held	% of holding
47	Rudrappa K T	100	0.00011
48	Rudrappa K P	100	0.00011
49	Revanasiddappa H	100	0.00011
50	Rajashekara Gowda	100	0.00011
51	Shankar D B	100	0.00011
52	Sadashivappa K N	100	0.00011
53	Sadanandappa D K	100	0.00011
54	Mudegowdappa D	75	0.00008
55	Mahadevappa B K	70	0.00007
56	Rudreshappa K S	70	0.00007
57	Rudrappa T	60	0.00006
58	Shivasharanappa H	58	0.00006
59	Ravindrappa A M	55	0.00006
60	Hanumanthappa	50	0.00005
61	Nagarajappa G	50	0.00005
62	Revanasiddappa K G	50	0.00005
63	Rudraiah M S	50	0.00005
64	Shivappa	50	0.00005
65	Veerabhadrapa	50	0.00005
66	Thippeshappa A	38	0.00004
67	Basavarajappa B K	10	0.00001
68	Kallappara Murigappa Kalavur	1,500	0.00159
69	Kotehal Narayanappa	1,500	0.00159
70	Eswarappa H G	114	0.00012
71	Lingaraju	100	0.00011

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

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

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



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

**Date: July 28, 2023**

**Place: Davangere**

**By the Order of Board**

**For Davangere Sugar Company Limited**

**Sd/-**

**Shamanur S. Ganesh**

**Managing Director**

**DIN: 00451383**



**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
  2. Special business is proposed to be transacted at the Annual General Meeting and thus the Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, is provided thereto.
  3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at this General Meeting.
  4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23<sup>rd</sup> August, 2023 to Tuesday, 29<sup>th</sup> August, 2023 (both days inclusive) for the purpose of the AGM.
  5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
  6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
  7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
  8. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
  9. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
1. Members are requested:
    - i) To quote their folio Nos. in all correspondence.
    - ii) To note that no gifts will be distributed at the meeting.
  2. Members holding shares in physical form, are requested to intimate their change in Bank Mandate/ National Electronic Clearing Service (NECS) details (form can be downloaded from our website of the Company i.e. [www.davangeresugar.com](http://www.davangeresugar.com), and /or, update their PAN and Bank Account details through a request letter along with self-attested copy of PAN, original cancelled cheque with preprinted name of the Shareholder (old and new both bank details) and bank attested copy of passbook/ statement showing name of the account holder to M/s. Integrated Registry Management Services Pvt. Ltd, Share Transfer Agent at their address at Ramana Residency, Sampige Road, Malleswaram, Bengaluru. Beneficial owners holding shares in electronic form are requested to intimate their change in Bank Mandate/ NECS details, if any, to their respective Depository Participants (DPs) in order to get the same registered.



3. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2022-23 along with AGM Notice by email.
4. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
5. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 22<sup>nd</sup> August 2023 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 52<sup>nd</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 22<sup>nd</sup> August , 2023 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 52<sup>nd</sup> AGM on 29<sup>th</sup> August ,2023
1. The e-voting period will commence at 09.00 A.M. on 26<sup>th</sup> August, 2023 and will end at 05.00 P.M. on 28<sup>th</sup> August, 2023. The Company has appointed M/s. Amit R. Dadheech & Associates, Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e- voting given as Annexure to the Notice.
2. The Company has engaged the services of M/s. Integrated Registry Management Services Pvt. Ltd and NSDL as the Authorized Agencies to provide e-voting facilities.

#### 6. VOTING THROUGH ELECTRONIC MEANS

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

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

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, 22<sup>nd</sup> day of August 2023.

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

**The remote e-voting period begins on 26<sup>th</sup> August, 2023 at 9 A.M. and ends on 28<sup>th</sup> August, 2023 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> August, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> August,2023.**



**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="618 667 1411 1150">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="618 1234 1411 1640">2. the e-Voting website of NSDL. Open web browser by typing Visit the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="618 1654 1411 1751">3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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





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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast



- your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - 8. Now, you will have to click on "Login" button.
  - 9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

- How to cast your vote electronically on NSDL e-Voting system?**
- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
  - 3. Now you are ready for e-Voting as the Voting page opens.
  - 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  - 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- General Guidelines for shareholders**
- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [amitrddadheech@gmail.com](mailto:amitrddadheech@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mahtre) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@davangeresugars.com](mailto:cs@davangeresugars.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@davangeresugars.com](mailto:cs@davangeresugars.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 and 4 of the accompanying Notice dated 28<sup>th</sup> August ,2023.

Item 3:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. M. R. Krishna Murthy, Cost Accountant, (having Reg No. FCMA7658), as the cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-24 at its Board meeting held on 28th July 2023, at a fee of Rs.50, 000/- (Rupees Fifty Thousand) plus GST as applicable and reimbursement of out of pocket expenses as remuneration for cost audit services for the FY 2023-24.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 2023-24. The Board recommends the Ordinary Resolution for approval by the shareholders.

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

**Item No. 4**

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

The shareholding of Outgoing Promoters of the Company as follows:

Sr. No.	Name of promoters seeking reclassification	Number of Shares held	% of holding
1	Veena S B	30,000	0.03189
2	Sangappa	6,800	0.00723
3	Hanumappa S G	5,000	0.00531
4	Kotresh B O	4,000	0.00425
5	Shivappa D S	3,000	0.00319
6	Umesh K G	3,000	0.00319
7	Basavana Gowda H	2,500	0.00266
8	Karibasappa H B	2,500	0.00266
9	Nagaraj B	2,500	0.00266
10	Siddappa B	2,500	0.00266
11	Ujjappa K G	2,500	0.00266
12	Halol Ramappa	2,000	0.00213
13	Nagappa S	2,000	0.00213
14	Onkarappa H B	2,000	0.00213
15	Shekarappa B K	1,550	0.00165
16	Dharmappa H	1,500	0.00159
17	Dhanyakumar K G	1,500	0.00159
18	Hanumanthappa K G	1,500	0.00159
19	Narappa K M	1,500	0.00159
20	Prabhulingappa T	1,500	0.00159
21	Shivappa K T	1,500	0.00159
22	Onkarappa Y	1,000	0.00106
23	Ramachandrappa H B	1,000	0.00106
24	Somashekar K V	1,000	0.00106
25	Ujjappa B Y	1,000	0.00106
26	Mallesappa S M	591	0.00063
27	Chandrappa K G	585	0.00062
28	Ajjappa V G	500	0.00053
29	Lokeshappa H	500	0.00053
30	Lingaswamy H R	500	0.00053
31	Ningappa H	388	0.00041
32	Revanasiddappa A G	330	0.00035
33	Leela L	300	0.00032



Sr. No.	Name of promoters seeking reclassification	Number of Shares held	% of holding
34	Marulasiddappa H G	230	0.00024
35	Sannabasappa K G	200	0.00021
36	Shanthappa D G	200	0.00021
37	Shanthamma S B	200	0.00021
38	Prabhudev H D	148	0.00016
39	Hanumanthappa S N	146	0.00016
40	Neelakantappa V	135	0.00014
41	Nanjappa A	124	0.00013
42	Karibasappa K	119	0.00013
43	Sharanappa N	118	0.00013
44	Devendrappa H K	100	0.00011
45	Manjunathappa K G	100	0.00011
46	Shivanandappa K G	100	0.00011
47	Rudrappa K T	100	0.00011
48	Rudrappa K P	100	0.00011
49	Revanasiddappa H	100	0.00011
50	Rajashekara Gowda	100	0.00011
51	Shankar D B	100	0.00011
52	Sadashivappa K N	100	0.00011
53	Sadanandappa D K	100	0.00011
54	Mudegowdappa D	75	0.00008
55	Mahadevappa B K	70	0.00007
56	Rudreshappa K S	70	0.00007
57	Rudrappa T	60	0.00006
58	Shivasharanappa H	58	0.00006
59	Ravindrappa A M	55	0.00006
60	Hanumanthappa	50	0.00005
61	Nagarajappa G	50	0.00005
62	Revanasiddappa K G	50	0.00005
63	Rudraiah M S	50	0.00005
64	Shivappa	50	0.00005
65	Veerabhadrapa	50	0.00005
66	Thippeshappa A	38	0.00004
67	Basavarajappa B K	10	0.00001
68	Kallappara Murigappa Kalavur	1,500	0.00159
69	Kotehal Narayanappa	1,500	0.00159
70	Eswarappa H G	114	0.00012



Sr. No.	Name of promoters seeking reclassification	Number of Shares held	% of holding
71	Lingaraju	100	0.00011

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

- i) They, together with persons acting in concert with them, do not hold more than ten per cent of the total voting rights in the Company; The Outgoing Promoters hold 0.10109% per cent of the total shareholding in the Company.
- ii) They do not exercise control over the affairs of the Company whether directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or Informal arrangements including through any shareholder agreements and any special rights as on the date of this resolution, stands superseded;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offender

Further, the aforesaid Outgoing Promoters have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the Listing Regulations. In view of the provisions of Regulation 31A of the Listing Regulations and on satisfaction of the conditions specified in Regulation 31A (3)(b) of Listing Regulations and compliance of Regulation 31A (4) of Listing Regulations, the said requests for reclassification were considered, and approved by the Board of Directors at its meeting held on 28<sup>th</sup> July 2023.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'Promoters/ Promoter Group' category to 'Public', inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Outgoing Promoters and persons related to the Outgoing Promoters will not vote to approve the resolution. Accordingly, the Board recommends the resolution proposed in Item No.4 of the Notice for the approval of members by way of an Ordinary Resolution. Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchanges' for their approval.

None of the Directors or Key Managerial Personnel of your Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 4 of this Notice except as mentioned in the explanatory statement, if any.

**Date: July 28, 2023**

**Place: Davangere**

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

**Shamanur S. Ganesh  
Managing Director  
DIN : 00451383**



## Annexure-A

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

<b>Name</b>	Abhijit Ganesh Shamanur
<b>DIN</b>	03451918
<b>Age</b>	35
<b>Qualification</b>	Graduated from Northeastern University, Boston, U.S.A., and has also completed his Masters in Technology Entrepreneurship from University College London, London, U.K.
<b>Date of Appointment</b>	30/08/2019
<b>Date of first appointment</b>	09/06/2011
<b>Relationship with another director</b>	Son of Mr. SS. Ganesh, Managing Director and Mrs. Rekha Ganesh Non –Executive Director of the company
<b>Brief resume, functional expertise, and experience</b>	<p>He is associated with his father, managing the affairs of existing business concerns.</p> <p>He has joined the family business full time since October 2012. He is a qualified Industrial Engineer, Graduated from Northeastern University, Boston, U.S.A., and has also completed his Masters in Technology Entrepreneurship from University College London, London, U.K. The Executive Director of the company is instrumental in introducing a high yield new variety of sugarcane VCF 0517 in the command area of the factory which is yielding about 70 MTs to 90 MTs of sugarcane per acre. It is bringing more profit to the farmers and proved to be commercial viable to farmers compared to other agricultural crops. The farmers are happy to cultivate this new variety of sugarcane and company is expanding its sugarcane belt in the command area. His efforts are having far reaching impact on making the company self-sufficient in respect of raw material for sugar production.</p>
<b>No. of shares held in the Company</b>	69,14,724
<b>Directorship held in other listed entities</b>	Nil
<b>Directorship in unlisted entities</b>	Nil
<b>Names of the listed entities from which the appointee has resigned in the past three years</b>	N.A.
<b>Chairman/Member of the committee of the Company</b>	1 (Member of Audit Committee)
<b>No. of board meetings attended</b>	8



during the year	
Remuneration drawn during year	Nil

Date: July 28, 2023

Place: Davangere

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

Shamanur S. Ganesh  
Managing Director  
DIN : 00451383