

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF DAVANGERE SUGAR COMPANY LIMITED WILL BE HELD ON WEDNESDAY, THE 15TH DAY OF MAY, 2024, AT THOGATAVEERA SAMUDHAYA BHAVANA, M.C.C. 'A' BLOCK, DAVANGERE – 577 004 AT 11 A.M.

TO TRANSACT THE FOLLOWING BUSINESS: -

SPECIAL BUSINESS:**ITEM NO. 1 APPROVE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), Section 64 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, approval of the members of the Company be and is hereby accorded for sub-division/split of Equity shares of the Company, such that 1 (One) Equity Share of the Company having Face Value of Rs. 10/- each (Rupees Ten only) fully paid up, be sub-divided into 10 (Ten) Equity Shares having Face Value of Re. 1/- (Rupee One Only) each fully paid up and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly.

RESOLVED FURTHER THAT pursuant to the sub-division/split of Equity Shares of the Company from Face Value Rs. 10/- each (Rupees Ten only), fully paid up to Face Value of Re. 1/- each (Rupee One Only), fully paid up, the existing Authorized and Paid-up Equity Share Capital of the company as on record date as may be decided by the Board (hereinafter the term Board shall include any Committee thereof) shall stand sub-divided as given below:

Details of Share Capital Structure and number of Equity Shares Pre and Post-Split :-

Particulars	Pre-Split/Sub-Division			Post-Split/Sub-Division		
	No. of Shares	Face Value (In Rs.)	Total (In Rs.)	No. of Shares	Face Value (In Rs.)	Total (In Rs.)
Authorised Share Capital	10,00,00,000	10/-	1,00,00,00,000	1,00,00,00,000	1/-	1,00,00,00,000



Issue and Subscribed Capital	9,40,84,462	10/-	94,08,44,620	94,08,44,620	1/-	94,08,44,620
Paid-Up Capital	9,40,84,462	10/-	94,08,44,620	94,08,44,620	1/-	94,08,44,620

RESOLVED FURTHER THAT pursuant to the sub-division of the Face Value of Equity Shares as mentioned above, the existing share certificate(s) in relation to the existing issued Equity Shares having Face Value of Rs. 10/- each (Rupees Ten) held in the physical form shall be deemed to have been automatically cancelled with effect from the record date to be fixed by the Board, and the Board be and is hereby authorized, without requiring to surrender the existing issued share certificate(s) by the members, to issue new share certificate in lieu of the existing share certificate(s), with regard to the sub-divided shares, and in case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited proportionately into the respective beneficiary demat accounts of the members with the Depository participants, in lieu of existing credits in their beneficiary accounts representing the equity shares of the company before subdivision.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to take all such steps as may be required to obtain approvals in relation to above and do all such further acts, deeds or things as may be required to give effect to the sub-division of Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are severally authorized to (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar & Transfer agent and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the shares as aforesaid or for any matters connected herewith or incidental thereto and (d) do all such acts, deeds, things, including all the matters incidental thereto in order to implement the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to this resolution."

ITEM NO. 2 INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:



“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof) and considering the earlier approved sub-division/split of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 1,00,00,00,000/- (Rupees One Hundred crores only) divided into Rs. 10,00,00,000 (Ten Crore) Equity Shares of Rs 10/- each to Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 1,50,00,00,000 (One Hundred and Fifty Crore) Equity Shares of Rs. 1/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorised Share Capital of the Company is Rs.1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 1,50,00,00,000 (One Hundred and Fifty Crores) Equity shares of Rs.1/- (Rupees One Only) each with a power to increase, reduce ,alter, modify the share capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the Company. “

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

ITEM NO.3 - ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to reword and rephrase the main object clause of Memorandum of Association such that the following clauses shall be substituted in place of existing clauses 1 to 7 of main object of Memorandum of Association:



1. *To Manufacture and to sell, or export of sugar (White Crystal Sugar, Khand sari Sugar or gur) or molasses of any kind or form including the by-products like Bagasse or press mud or other any other form of by-products from Sugarcane or sugar beets or from use of any other agricultural produces or for use in own consumption in further manufacturing of any products which are for sale or export.*

2. *To establish cogeneration power plant on any basis with own investments or arrangement in joint venture with any person, company, corporation, or otherwise and to generate, transmit, distribute, supply, sell and export electric Power generated from any kind of bio-mass like bagasse, brickettes or maize cobb, groundnut shell, rice husk, coffee husk or any other form of bio-mass or by use of coal as fuels and to produce hydroelectricity by use of water force, Wind energy, Thermal energy, Solar energy, Atomic energy or any other form of energy by use of coal, water, wind or any other natural resources and to set up any Electricity generating works, Power stations, Power Distribution, Reservoirs, water works, dams tanks, canals, Hydroelectricity works or other Electrical works and or any other conveniences in connection there with, with the object of generation of Power/electricity for in-house consumption and to sell or distribute power/electricity to any State Electricity Board/State Government / Central Electricity Board/Central Government/ Union Territories/ IEX and further to generally trade in power / electricity by selling electricity to private industrial establishments, industrial parks, satellite cities or other private organizations in general or to the units or organizations from where the demand for electricity supply arises.
(Inserted vide special resolution passed at the Annual General Meeting held on 31-08-2000.)*

3. *To purchase or take on hire basis and to operate aero planes, Helicopters, or private jet services or air ambulances for medical help to hire out on charter basis to any individuals, institutions, organizations or any other third parties including directors of the company and to provide all other ancillary services and for these purposes to import, purchase, or to take on lease, take in exchange or to own with all types of airplanes, helicopters, air ambulances and other flying machines with all necessary and convenient equipment's and to employ the same in the conveyance of passengers, goods and merchandise of every description.
(Inserted vide special resolution passed at the extra ordinary general meeting held on 02-02-2011.)*

4. *To manufacture, produce, refine, purchase, sell, prepare, import, export and generally to deal in all kind of Ethanol (or known by any other chemical names), alcohol, spirits and liquor(from Molasses of any kind, grains including maize, rice, broken rice or any other cereals or agricultural or non- agricultural or any other feedstocks) including any by-products like DDGS, Potash or any other form of by-products, whether for human*



consumption or use in any manner or for industrial use or to sell to Oil Marketing Companies for use as fuel or otherwise including rectified spirit, citric acid, vinegar, acetic acid, ethyl acetate, acetaldehyde, carbonic acid, sanitizer, or any other chemicals or chemical formulations, disinfectants, yeast sludge, gas, dry ice and to acquire, erect, construct, establish operate and maintain distilleries and other works.

(Inserted vide special resolution passed at the extra ordinary general meeting held on 30-09-2020.)

- 5. To plant, cultivate sugar cane or sugar beet or any other agricultural produces on own land or leased land or to purchase and sell sugar-cane, sugar-beet and other agricultural products like maize, rice, broken rice or rice in any form and other agricultural products and other cereals, crops or trees whatsoever and to purchase, manufacture, produce, refine, import, export, sell and generally to deal in sugar, sugar candy, jaggery, confectionery, molasses of all kinds or forms, syrups.*
- 6. To lease or rent land or building for setting up of CO2 Plant for generation of dry Ice from the by-product generated from the Distillery Unit in any form or variant to be filled in cylinders or any other type of containers for the purpose of industrial use or to produce potash from any of the by-products from Distillery Unit.*
- 7. To process and to produce all kinds of alcohol, spirits, rum gin, whisky and brandy and any special syrups, chemical preparations or to setting up of any bottling unit for processing or filling of the any kind of alcohol, spirits, rum, gin, whisky and brandy and any special syrups, chemical preparations or lease out land and buildings of the company for setting up of a bottling unit by any third parties.*
- 8. To plant, cultivate sugar cane or sugar beet or any other agricultural produces on own land or leased land or to purchase and sell sugar-cane, sugar-beet and other agricultural products like maize, rice, broken rice or rice in any form and other agricultural products and other cereals, crops or trees whatsoever and to purchase, manufacture, produce, refine, import, export, sell and generally to trade in sugar, sugar candy, jaggery, confectionery, molasses of all kinds or forms, syrups.*
- 9. To manufacture, produce, refine, purchase, sell, prepare, import, export and generally to deal in all kind of alcohol, spirits and liquor whether for human consumption or use in any manner or for industrial use or as fuel or otherwise including ethanol, rectified spirit, citric acid, vinegar, acetic acid, ethyl acetate, acetal dehyde, carbonic acid, sanitizer, disinfectants, yeast sludge, gas, dry ice and to acquire, erect, construct, establish operate and maintain distilleries and other works.*
- 10. To do and carry on the business of seed merchants and dealers in seeds, plants, trees, flowers, flower beds, roots of plants, manures, chemicals, fertilizers, creepers, vegetables*



and similar products.

11. *To buy, sell, barter, exchange, export or import or otherwise deal as wholesalers, or retailers or both, and either as principals or agents, all kinds of goods including all agricultural products like rice, broken rice, maize or any other agricultural products, merchandise, produce, articles and commodities.*
12. *To manufacture and/or trade in industrial alcohol, Indian made foreign liquors, country liquors, wines brandies, liquors, brews including beer and other drinks and generally to carry on the business of distillers, brewers and winners in all its branches.*

RESOLVED FURTHER THAT, any of the Directors and Company Secretary, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

ITEM NO. 4 - REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. SWATI SHAMANUR (DIN: 10596097) AS DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”) and the rules made thereunder, Mrs. Swati Shamanur (DIN: 10596097), who was appointed as a Non-Executive additional director of the company with effect from April 19, 2024 and who holds office as such up to the date of the 53rd Annual General Meeting, be and is hereby appointed as a Non- Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”



Date: April 19, 2024

Place: Davangere

**By the Order of Board
Davangere Sugar Company Limited**

**Sd/-
Shamanur S. Ganesh
Managing Director
DIN: 00451383**



NOTES

1. Additional Information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/ re- appointment at this Extraordinary General Meeting ('Meeting' or 'EGM') is furnished as annexure to this Notice
2. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the 'Act'), setting out the material facts and reasons, in respect of Item nos. 1 to 4 of this Notice of EGM ('Notice'), is annexed herewith. The Board of Directors of the Company considered that the special businesses under Item nos. 1 to 4, being unavoidable, shall be transacted at the EGM of the Company.
3. 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.
4. 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.
5. In conformity with the applicable regulatory requirements, the Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on Friday, 19th April 2024 ("Cut-off date") and who have registered their e-mail address with the Company or Depository Participant(s). Members may note that this Notice will also be available on the website of the Company (www.davangeresugar.com); National Stock Exchange of India Limited (www.nseindia.com), BSE Limited (www.bseindia.com); and NSDL (www.evoting.nsdl.com)
6. Members who have not registered/ updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as under:
 - i) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with



- self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by e-mail at Davangeresugars@gmail.com followed by mandatorily sending the physical copy of the same through post at the Registered Office of the Company; and
- ii) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
7. 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.
 8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 02th May, 2024 to Wednesday, 15th May, 2024 (both days inclusive) for the purpose of the EGM.
 9. 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.
 10. 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.
 11. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
 12. 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.
 13. The Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.
 14. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, between 12 P.M. to 4 P.M. up to the date of the Extra-Ordinary General Meeting.
 15. Members are requested:
 - a. To quote their folio Nos. in all correspondence.
 - b. To note that no gifts will be distributed at the meeting.



16. 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, 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.
17. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September 2023, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), our RTA will be required to freeze such members' folio(s) impeding submission. In view of the above, new share certificate(s) to be issued by the Company shall not be dispatched to those members holding shares in physical form until their KYC is completed. For members who hold shares in demat form, they should keep their bank details, e-mail address, postal address and contact number updated in their demat account(s) maintained with Depository Participant(s).
18. 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.
19. 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 Wednesday, 08th May, 2024 as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the Extra-Ordinary General Meeting (EGM) by electronic means under the Companies Act, 2013 and rules made thereunder.
20. The e-voting period will commence at 09.00 A.M. on 12th May, 2024 and will end at 05.00 P.M. on 14th May, 2024. The Company has appointed M/s. Mehta and Mehta, Company Secretaries 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.



21. 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.
22. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
23. Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialize form. To avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.



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 Extra-Ordinary General Meeting (EGM) 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 platform. 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, 08th May, 2024.

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

The remote e-voting period begins at 09.00 A.M. on 12th May, 2024 and will end at 05.00 P.M. on 14th May, 2024. 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 cut-off date i.e. 08th May, 2024 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 08th May, 2024.

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
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ 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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** 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 <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 **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.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



<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>
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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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com 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 :

<p>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</p>	<p>Your User ID is:</p>
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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.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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



e) 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 ashwini.i@mehta-mehta.com with a copy marked to evoting@nsdl.com. 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 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 or call on : 022 - 4886 7000 or send a request to Pallavi Mahtre at evoting@nsdl.com

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.
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. 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.com 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. 1 to 4 of the accompanying Notice dated 19th April, 2024

Item 1:

Presently the Authorized Share Capital of the Company is 1,00,00,00,000 (Rupees Hundred Crores only), and Paid-up Share Capital of the Company is Rs. 94,08,44,620 (Rupees Ninety-Four Crores Eight Lakhs Forty-Four Thousand Six Hundred Twenty) divided 9,40,84,462 Equity Shares of Rs. 10/- each. The Market price of the Company's Equity Shares has increased significantly during the last few years. In order to improve the liquidity of the Company's Equity Shares and to make these equity shares more affordable/accessible for the small retail investors to invest in the Company's shares, the Board of Directors ("hereinafter referred as Board") at its meeting held on 19.04.2024 recommended the Sub-Division/split of 1 (One) Equity Share having a Face Value of Rs. 10/- (Rupees Ten) each, fully paid up, into 10 (Ten) Equity Shares having Face Value of Re. 1/- (Rupee One) each, fully paid up, for the approval of Shareholders.

Further Article of Association of the Company and the Companies Act, 2013, permits subdivision of shares subject to the approval of members. The Record Date for the aforesaid Sub-Division/split of Equity Shares will be fixed by the Board of Directors of the Company after obtaining approval of members. Pursuant to the aforesaid sub-division of Equity Shares and as per Section 13, 61(1)(d) and 64 of the Companies Act, 2013 and the rules made thereunder, it is required to alter the existing Capital Clause V of the Memorandum of Association of the Company. Accordingly, your Directors recommend the passing of Special Resolutions set out at Item No. 1 of the Notice for approval of Shareholders in the best interests of the company and all the stakeholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them in the Company.

Item No. 2

Presently the Authorized Share Capital of the Company is 1,00,00,00,000 (Rupees Hundred Crores only), and Paid-up Share Capital of the Company is Rs. 94,08,44,620 (Rupees Ninety Four Crores Eight Lakhs Forty Four Thousand Six Hundred Twenty) divided 9,40,84,462 Equity Shares of Rs. 10/- each.

The Board, at its meeting held on 19th April, 2024 has accorded its approval to the proposal of Capital Restructuring of the Company by way of Subdivision of existing shares capital into face value of Rs. 1/- each



In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 1,00,00,00,000 (Rupees Hundred Crores only) to, Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to Section 13, 61(1)(d) and 64 of the Companies Act, 2013 alteration of the Capital Clause requires approval of members of the Company by way of passing ordinary resolution to that effect. Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company

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

Item No. 3

It is proposed to re-word and rephrase the Main Object Clause of the Memorandum of Association of the Company to make it more comprehensive and clear and to expand and diversify its present scope of operations by substituting and inserting sub-clauses 1 to 12 to Clause III (A) as stated in the Special Resolution annexed to the Notice. The above amendment would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary. Accordingly the matter is placed before the Shareholders for their approval.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding. The Board recommends passing of the resolution set out at Item No. 3 as a Special Resolution.

Item No. 4

The Board of Directors had appointed Mrs. Swathi Shamanur (DIN: 10596097), as an Additional Director (Nom-Executive) by the Board of Directors with effect from 19th April, 2024. In terms of Section 152 & 161 of the Companies Act, 2013 read with rules framed thereunder to hold office up to the next Annual General Meeting.

Considering the Knowledge and expertise of Mrs. Swathi Shamanur, the Board of Directors recommends her appointment as Non-Executive Director on the Board of the Company, and recommends the matter for the approval of the Shareholders.

Further the Company has received the following documents from Mrs. Swathi Shamanur,



- a. Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and
- b. Intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

None of the Directors except Mr. S.S. Ganesh (Managing Director), Mrs. Rekha Ganesh and Mr. Abhijith Shamanur (Directors of the Company) being the relatives of Mrs. Swathi Shamanur are interested or concerned in the aforesaid resolution.

Date: April 19, 2024

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.

Name	Mrs. Swathi Shamanur
DIN	10596097
Age (years)	31
Qualification	Master of Science in Business and Information systems
Date of Appointment	19 th April 2024
Date of first appointment	19 th April 2024
Relationship with another director	Wife of Mr. Abhijith Shamanur , Executive Director and Daughter in law of f Mr. SS. Ganesh, Managing and Mrs. Rekha Ganesh, Director of the Company.
Brief resume, functional expertise, and experience	Mrs. Swathi Shamanur is Masters of Science in Business and Information systems from NEW JERSEY INSTITUTE OF TECHNOLOGY, USA. She has rich experience in Hotel Industry and She is currently managing the Hotel Southern Star Davangere
No. of shares held in the Company	NIL
Directorship held in other listed entities and unlisted entities	NIL
Names of the listed entities from which the appointee has resigned in the past three years	NIL
Chairman/Member of the committee of the Company	NIL
No. of board meetings attended during the year	NIL
Remuneration drawn during year	NIL



Form No. MGT-11

Proxy form

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

DAVANGERE SUGAR COMPANY LIMITED

CIN: L37100KA1970PLC001949

Registered office: 73/1, Post Box NO.312, Shamanur Road, Davangere Karnataka 577004
India

Email Id: Davangeresugars@gmail.com Website: www.davangeresugars.com

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id :

Signature:.....,

as my/our proxy to attend and vote (on a poll) on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Wednesday, 15th May, 2024 at 11:00 a.m. at Thogataveera Samudhaya Bhavana, M.C.C. 'A' Block, Davangere – 577 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special business:

1. Approve Sub-Division of Equity Shares of the Company.

2. Increase in the Authorized Share Capital and alteration of capital clause of Memorandum of Association of the company.

3. Alteration of the object clause of the Memorandum of Association of the Company.

4. Regularization of Additional Director, Mrs. Swati Shamanur (DIN: 10596097) as director of the company.

Signed this..... day of.....2024

Affix Rs 1
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.



DAVANGERE SUGAR COMPANY LIMITED

CIN: L37100KA1970PLC001949

Registered office: 73/1, Post Box NO.312, Shamanur Road, Davangere Karnataka 577004
India

Email Id: Davangeresugars@gmail.com Website: www.davangeresugars.com

Attendance Slip

1	Folio No. (Shares in physical mode)	
2.	DP ID	
3.	Client Id	
4.	No. of shares held	

Name of Shareholder/Proxyholder.....

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the company, to be held on Wednesday, 15th May , 2024 at 11:00 a.m. at Thogataveera Samudhaya Bhavana, M.C.C. 'A' Block, Davangere – 577 004 and at any adjournment thereof.

Signature of Member/Proxy

(This Attendance Slip Duly Filled To Be Handed Over At the Entrance Of The Meeting Hall)

ELECTRONIC VOTING

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the EGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please see Notes in the Notice convening the EGM for the procedure with respect to e-voting



DAVANGERE SUGAR COMPANY LIMITED

CIN: L37100KA1970PLC001949

Registered office: 73/1, Post Box NO.312, Shamanur Road, Davangere Karnataka 577004
India

Email Id: Davangeresugars@gmail.com Website: www.davangeresugars.com

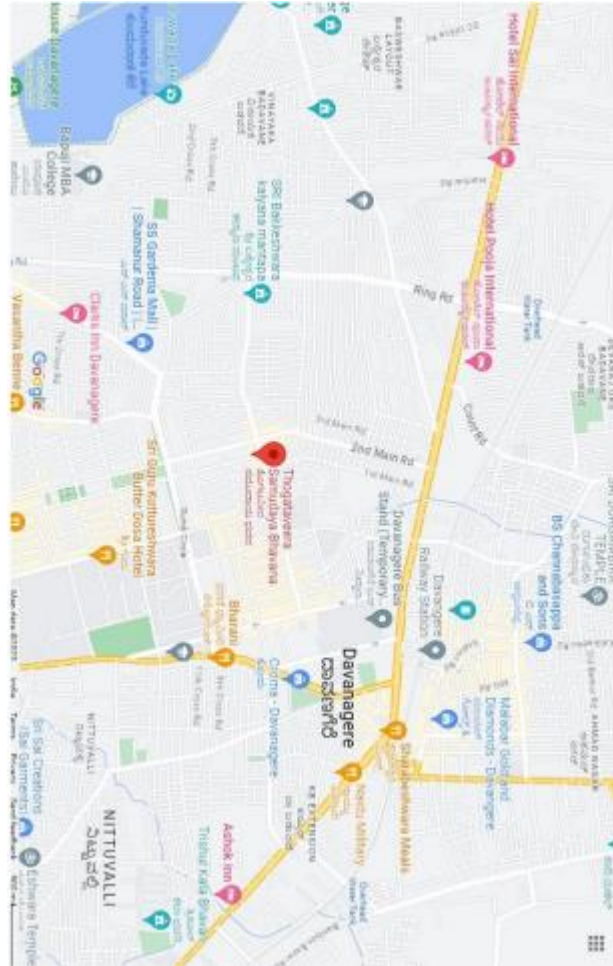
**MGT-12
POLLING PAPER**

Cin	L37100KA1970PLC001949
Name of the company	DAVANGERE SUGAR COMPANY LIMITED
Registered office	73/1, POST BOX NO.312,SHAMANUR ROAD,DAVANGERE., SHAMANUR ROAD, DAVANGERE.,Karnataka, India, 577004
Name of the member	
Registered address	
Email-id	
Folio no. /client id	
Number of equity shares held	

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner.

Resolution No.	Description	For/Against
1.	Approve Sub-Division of Equity Shares of the Company.	
2.	Increase in the Authorised Share Capital and alteration of capital clause of Memorandum of Association of the company.	
3.	Alteration of the object clause of the memorandum of association of the Company.	
4.	Regularization of Additional Director, Mrs. Swati Shamanur (DIN: 10596097) as director of the company.	

ROUTE MAP TO THE VENUE OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, THE 15TH DAY OF MAY, 2024 AT 11:00 A.M. AT THOGATAVEERA SAMUDHAYA BHAVANA, M.C.C. 'A' BLOCK, DAVANGERE – 577 004



DAVANGERE SUGAR COMPANY LIMITED

73/1, POST BOX NO.312,SHAMANUR ROAD,DAVANGERE., SHAMANUR ROAD,
DAVANGERE.,Karnataka, India, 577004

- E-mail: davangeresugars@gmail.com
- Website: www.davangeresugar.com