

Date: 12.09.2023

To,
The Manager - Listing
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Tel No. 022-2659 8237 /38
Symbol: DHAMPURSUG

The General Manager – DSC
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001
Tel No.022-22722039/37/3121
Security Code: 500119

Dear Sir/Madam,

Sub: Proceedings of 88th Annual General Meeting of Dhampur Sugar Mills Limited held today i.e., 12th September, 2023

This is to inform you that 88th Annual General Meeting of Members of the Company has been conducted today i.e., 12th day of September, 2023 through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) in accordance with the applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The businesses as stated in the Notice dated 7th May, 2023 were transacted and put to vote at the Annual General Meeting.

The meeting concluded at 02:40 P.M.

In compliance with Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 88th Annual General Meeting.

You are requested to kindly take the above information on your records.

Thanking you,

Yours Faithfully
For Dhampur Sugar Mills Limited

Aparna Goel
Company Secretary
M. No: 22787

PROCEEDINGS OF THE 88TH ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON TUESDAY, 12TH DAY OF SEPTEMBER 2023 THROUGH TWO WAY VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') AT 02:00 P.M. (IST)

The 88th Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Tuesday, 12th September, 2023 at 2:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and latest being 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India. ("SEBI").

National Securities Depositories Limited (NDSL) was appointed to conduct voting through remote e-voting and e-voting facility during the meeting in a secure manner and to provide the necessary platform for holding the meeting through video conferencing.

Ms. Aparna Goel, Company Secretary welcomed the Shareholders, Directors, and others present. She introduced the Chairman, Managing Director, other Directors, Chief Executive Officer and Whole Time Director, and other Company officials who have joined the meeting from their respective locations. All the Directors including the respective Chairpersons of the Audit Committee and Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company were present at the AGM except Mr. Anuj Khanna, Independent Director and Chairman of Stakeholders Relationship Committee due to his pre-occupation.

Mr. Anuj Khanna had authorised Mr. Gaurav Goel, member of Stakeholders Relationship Committee to answer shareholders questions related to the same on his behalf.

Due to unavoidable circumstances, Mr. Susheel Kumar Mehrotra, Chief Financial Officer of the Company, was not able to attend the meeting.

The representatives of the Statutory Auditors of the Company were also present through video conferencing.

Mr. Saket Sharma, partner of GSK & Associates, representing Secretarial Auditors of the Company and appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner was also present through Video Conference.

It was then informed that in compliance with the provisions of the Companies Act, 2013, Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was made available by the Company to its shareholders through NSDL from Saturday, 9th September 2023, (9:00 A.M. IST) to Monday, 11th September 2023, (5:00 P.M. IST).

It was further informed that:

- the members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system during the meeting. The e-voting facility was made available 30 minutes after the conclusion of the meeting.
- all the documents referred to in the accompanying Notice and Explanatory Statements, had been made available electronically for inspection during the Annual General Meeting.
- the Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act had also been made available electronically for inspection during the AGM.

Total 63 shareholders attended the meeting.

After ascertaining the requisite quorum, Mr. Ashok Kumar Goel, Chairman, called the meeting to order and extended a warm welcome to the members present. He further informed that the Company has completed 90 years since its incorporation and during this period it has built a strong legacy for the future.

He thanked the shareholders for their support during the year. He also expressed his thanks to cane growers, central government, state government, various statutory and regulatory authorities and banks for their continued support. He also placed on record his appreciation towards workers and employees of the Company.

He further explained the Operational Performance of the Company and Company's commitment towards increasing shareholders value and its objective for value creation on all fronts.

Thereafter the Notice of AGM dated 7th May, 2023, Report of Board of Directors and the Financial Statements for the Financial Year 2022 – 23 were taken as read. There were no qualifications in the Auditors Report and the Report on Secretarial Auditors of the Company.

The Company Secretary thereafter invited the members to give their views and raise their queries and stated that the Management of the Company shall respond to the queries. Four (4) members shared their views and raised queries on various aspects, which were duly noted and responded by Mr. Gaurav Goel, Managing Director.

Thereafter, the items as set out in the notice convening the meeting were taken up. It was further informed that the members who have not cast their vote through remote e-voting were requested to vote on the proposed resolutions (i.e., Resolution No. 1 to 5 of the Notice of AGM) through e-voting at the AGM. It was also informed that the e-voting module in the AGM for casting vote was already active and will remain active for thirty minutes after the closure of the meeting.

The Company Secretary informed the members that the results of remote e-voting shall be downloaded by the Scrutinizer, and he would prepare his report on the same. Thereafter scrutinizer will club the remote e-voting results with results of e-voting at the AGM. The Scrutinizer will submit his report to the Chairman, and he will countersign the same. The combined results would be announced/displayed through the website of the Company i.e. (www.dhampursugar.com) and through website of NSDL i.e. (www.evoting.nsdl.com) within 2 working days from the conclusion of the meeting and will be intimated to Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company. The combined results would be treated as part of proceedings. The Company Secretary also thanked all the members for their presence and involvement.

The e-voting was conducted on the following items:

S. No.	Details of Resolutions	Resolution Type
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Auditors thereon.	Ordinary
2.	To confirm the payment of Interim Dividend at 50% i.e., Rs. 5.00 per Equity Share of Rs. 10 each and a Special Dividend of 10% i.e., Rs. 1.00 Per Equity Share of Rs. 10 each of the Company on successful commissioning of new distillery project, aggregating to 60% i.e., Rs. 6.00 per Equity Share of Rs. 10 each as final dividend for the year ended 31st March 2023.	Ordinary
3.	To appoint a director in place of Mr. Gaurav Goel (DIN: 000761111), who retires by rotation and being eligible offers himself for re- appointment.	Ordinary
4.	Payment of Remuneration to the Cost Auditors for the Financial Year 2023-24.	Ordinary
5.	Payment of Commission to Non- Executive Independent Directors of the Company.	Special

The voting results along with the Scrutinizer's report will be submitted separately.

The meeting concluded at 2:40 P.M. with vote of thanks .

For Dhampur Sugar Mills Limited

Aparna Goel
Company Secretary
M. No :22787