



## DHAMPUR SUGAR MILLS LIMITED

Registered Office : Dhampur, District Bijnor (U.P.) 246761  
Tel: 011-41259400, E-mail: investordesk@dhampursugar.com  
Website: dhampursugar.com, CIN: L15249UP1933PLC000511

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the 89<sup>th</sup> (Eighty Ninth) Annual General Meeting ("AGM") of Dhampur Sugar Mills Limited ("the Company") is scheduled to be held on **Thursday, 12<sup>th</sup> day of September, 2024 at 03:00 P.M.** IST through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following businesses:

#### Ordinary Business:

##### Item No. 1

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the Report of Auditors thereon.

##### Item No. 2

To appoint a Director in place of Mr. Ashok Kumar Goel (DIN: 00076553), who retires by rotation and being eligible offers himself for re-appointment.

#### Special Business:

##### Item No. 3

#### Payment of Remuneration to the Cost Auditors for the Financial Year 2024-25:

To consider, and if thought fit, to pass the following resolutions as **Ordinary Resolution**: -

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹2,00,000/- plus applicable taxes and re-imbursalment of expenses incurred/ to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, Meerut (U.P.) who was re-appointed as Cost Auditors of the Company for the Financial Year 2024-25 by the Board of Directors on the recommendation of Audit Committee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts,

deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

##### Item No. 4

#### Payment of Commission to Non-Executive Independent Directors of the Company:

To consider and if thought fit, to pass the following resolution as **Special Resolution**: -

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the consent of the members be and is here by accorded to pay Commission to all the Non-Executive Independent Directors (except Managing Directors and Executive Directors) of the amount as may be decided by the Board, however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2023-24, computed in the manner referred to in Section 198 (1) of the said Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

##### Item No. 5

#### Increase in remuneration of Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company:

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Ashok Kumar Goel (DIN: 00076553) Chairman and Executive Director of the Company with effect from 1<sup>st</sup> April 2024 till remaining tenure upto

31<sup>st</sup> March, 2028, keeping other terms and conditions of appointment as approved by members in the Annual General Meeting of the Company held on 14<sup>th</sup> September, 2022 as under:

**Remuneration :**

**Salary:** With effect from 1<sup>st</sup> April, 2024, ₹3,00,00,000/- (Rupees Three Crores only) per annum (In grade of 5% increase every year)

**Perquisites:**

**Housing:** For accommodation owned / rented by the company a deduction @ 10% of the salary or actual rent paid by Company whichever is lower.

**Electric, Gas, Water And Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Chairman & Executive Director.

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or four months' salary over a period of four years. Further in addition to above, 50% premium of Group Medical Policy shall be contributed by the Company.

**Leave Travel:** For self and family once a year incurred in accordance with the rules of the company.

**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for insurance not to exceed ₹12,000/- per annum plus taxes as applicable.

**Others:** (Not to be treated as perquisites).

**Provident Fund:** Employer's contribution to Provident Fund as per policy of the Company.

**Gratuity:** At the rate of half month's salary for each completed year of service subject to a ceiling as applicable in the Payment of Gratuity Act, 1972.

**Conveyance:** For use of Company's Car for private purposes a sum of ₹1000/- per month to be paid to the Company.

**RESOLVED FURTHER THAT** the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 197 of the Companies Act, 2013 shall be within the limits as specified in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Mr. Ashok Kumar Goel be also paid remuneration by way of Commission based on the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013, so however that the total remuneration payable to Mr. Ashok Kumar Goel, will not exceed 5% of the Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to the Managing Director and Executive Directors of the Company exceeds 10% of Profits of the Company, a proportionate deduction shall be made from the commission payable to Chairman/ Managing Director/ Wholetime Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

**Item No. 6**

**Increase in remuneration of Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members of the Company be and is hereby to increase the remuneration of Mr. Gaurav Goel (DIN: 00076111), Vice Chairman and Managing Director of the Company with effect from 1<sup>st</sup> April 2024 till remaining tenure upto 31<sup>st</sup> March 2028, keeping other terms and conditions of appointment as approved by members in the Annual General Meeting of the Company held on 14<sup>th</sup> September, 2022 as under:

**Remuneration :**

**Salary:** With effect from 1<sup>st</sup> April, 2024, ₹3,00,00,000/- (Rupees Three Crores only) per annum (In grade of 5% increase every year)

**Perquisites:**

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or four months' salary over a period of four years. Further in addition to the above, 50% premium of Group Medical Policy shall be contributed by the Company.

**Leave Travel:** For self and family once a year incurred in accordance with the rules of the company.

**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for insurance not to exceed ₹12,000/- per annum plus taxes as applicable.

**Others:** (Not to be treated as perquisites).

**Provident Fund:** Employer's contribution to Provident Fund as per policy of the Company.

**Gratuity:** At the rate of half month's salary for each completed year of service subject to a ceiling as applicable in The Payment of Gratuity Act, 1972.

**Conveyance:** For use of the Company's Car for private purposes a sum of ₹1000/- per month to be paid to the Company.

**RESOLVED FURTHER THAT** the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 197 of the Companies Act, 2013 shall be within the limits as specified in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Mr. Gaurav Goel be also paid remuneration by way of Commission based on the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013, so however that the total remuneration payable to Mr. Gaurav Goel will not exceed 5% of the Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors and Whole Time Directors of the Company exceeds 10% of Profits of the Company, a proportionate deduction shall be made from the commission payable to Chairman/Managing Director/Whole Time Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

## Item No. 7

### **Increase in remuneration of Ms. Ishira Goel, Vice President of the Company:**

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**: -

**"RESOLVED THAT** pursuant to provisions of Sections 188(1) (f) of the Companies Act, 2013 ( the Act ) and other relevant applicable provisions of the Act, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors , the consent of members be and is hereby accorded for increase in remuneration of Ms. Ishira Goel, Vice President to ₹500,000 (Rupees Five Lakhs only) per month w.e.f. 1<sup>st</sup> October 2024 with 10% increase every year after obtaining necessary approvals.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

**By order of the Board  
For Dhampur Sugar Mills Limited**

**(Ashok Kumar Goel)**

Chairman

DIN: 00076553

Place: New Delhi

Date: 1<sup>st</sup> May, 2024

## NOTES:

### I. GENERAL INFORMATION:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 ("SEBI Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM") without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the Eighty Ninth Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on **Thursday, 12<sup>th</sup> September 2024 at 03:00 P.M. (IST)**. The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at P.O. Dhampur, Dist. Bijnor - 246761 U.P. Members are requested not to visit Corporate Office/Registered Office to attend the AGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect to the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto as Annexure 1.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the 89<sup>th</sup> AGM. However, in pursuance of Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 89<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 89<sup>th</sup> AGM and since the 89<sup>th</sup> AGM is being held through VC/ OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed to this notice.
4. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

5. As per the provisions of Clause 3 (A)(II) of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3, 4, 5, 6 and 7 of the accompanying Notice, are unavoidable by the Board and hence, forming part of this Notice.
6. Brief Profiles under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment and re-appointment at the 89<sup>th</sup> AGM forms part of this notice.
7. In compliance with the MCA Circulars and SEBI Circular dated 7<sup>th</sup> October 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.dhampursugar.com](http://www.dhampursugar.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investordesk@dhampursugar.com](mailto:investordesk@dhampursugar.com).
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
9. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the equity shares held by them, in physical form. Members desirous of making nominations may procure the prescribed Form SH- 13 from the Registrar & Share Transfer Agent, M/s Alankit Assignments Limited and have it duly filled and sent back to them.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 6<sup>th</sup> September 2024 to 12<sup>th</sup> September 2024 (both days inclusive).
11. Pursuant to Regulation 12 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and amendment thereto read with the SEBI Circular dated April 20, 2018, all Companies are mandated to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- a) The respective Depository Participants (DP) (in case of the shares held in electronic mode) or;
- b) Alankit Assignments Limited, Registrar and Share Transfer Agent, Unit Dhampur Sugar Mills Limited, 4E/2 Jhandewalan Extension, New Delhi- 110055, Email Id- rta@alankit.com (in case of the shares held in Physical mode)

12. SEBI, vide its notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, has mandated that requests for effecting transfer, of securities held in physical form shall not be processed from 1<sup>st</sup> April, 2019, unless the securities are held in the dematerialised form with the depositories. Further SEBI vide its notification No. SEBI/LAD-NRO/GN/2022/66 dated 24<sup>th</sup> January 2022, has mandated that requests for effecting transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider and dematerialise shares held by them in physical form.

## II. PROCEDURE FOR INSPECTION OF DOCUMENTS:

1. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

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>1. Existing IDeAS 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 '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 <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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

2. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 2<sup>nd</sup> September, 2024 through email on [investordeskd@dhampursugar.com](mailto:investordeskd@dhampursugar.com). The same will be replied by the Company suitably.

## III. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 9<sup>th</sup> September 2024 at 09:00 A.M. and ends on Wednesday, 11<sup>th</sup> September, 2024, at 05:00 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., Thursday, 5<sup>th</sup> September, 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 Thursday, 5<sup>th</sup> September, 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 and joining virtual meeting 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. 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>3. Visit the e-Voting website of NSDL. Open web browser by typing 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>4. 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> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 user 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 or joining virtual meeting &amp; voting during the meeting. 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>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

**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.com">evoting@nsdl.com</a> 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 <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 and joining virtual meeting 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.
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.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 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 and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 cssaket.associates@gmail.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.nsd.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 or send a request to Ms. Pallavi Mhatre - Senior Manager, NSDL at [evoting@nsdl.com](mailto: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 [investordesk@dhampursugar.com](mailto:investordesk@dhampursugar.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 [investordesk@dhampursugar.com](mailto:investordesk@dhampursugar.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 89<sup>th</sup> AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. As the 89<sup>th</sup> AGM is being conducted through VC / OAVM, Members can submit their questions in advance from their registered e-mail address mentioning their name, DP ID and Client ID/folio number and mobile number to [investordesk@dhampursugar.com](mailto:investordesk@dhampursugar.com). Members may note that only the questions received by the Company on or before Thursday, 5<sup>th</sup> September, 2024, shall be taken up by the Company during the AGM.

Members who would like to speak at the AGM must register themselves as a speaker by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number and mobile number to [investordesk@dhampursugar.com](mailto:investordesk@dhampursugar.com) before Thursday, 5<sup>th</sup> September, 2024. Those Members who have registered

themselves as a speaker will only be permitted to speak at the AGM and they are requested to send their questions along with the speaker registration request.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

#### OTHER INSTRUCTIONS:

1. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 5<sup>th</sup> September, 2024 may obtain their user ID and password for e-voting from the Company or NSDL (Phone: +91-22-24994600). If the member is already registered with NSDL e-voting platform, then he can use the existing User ID and password for casting the vote through remote e-voting.
2. Mr. Saket Sharma, Partner of M/s GSK & Associates, Company Secretaries (Membership No. F4229, C.P. No. 2565), has been appointed as the Scrutinizer, to Scrutinize the voting process (electronically or otherwise) for the Annual General Meeting (AGM) of the Company in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.
3. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In the case of joint holders, only one of the joint holders may cast his vote.
4. The declared results along with the Scrutinizer's Report will be available on the Company's website at [www.dhampursugar.com](http://www.dhampursugar.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), within two working days of passing of

Resolutions at the Annual General Meeting of the Company and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

#### IEPF RELATED INFORMATION:

1. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred, on due dates, all unclaimed dividends up to the Financial Year 2016-17 (Interim Dividend) have been transferred to Investor Education and Protection Fund ("said Fund") established by Central Government.

The Unclaimed Dividend amount of ₹13,33,653/- ( Rupees Thirteen Lakhs Thirty Three Thousand Six Hundred Fifty Three only ) for Interim Dividend declared for Financial Year 2016-17 and corresponding 26151 Equity shares on which dividends were unclaimed for seven consecutive years has been transferred to IEPF Authority as per the procedure set out in the rules.

2. Pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the said Fund as and when due. The details are also available on the Company's website [www.dhampursugar.com](http://www.dhampursugar.com). No claim shall lie against the Company in respect of those equity shares post their transfer to the said Fund. Upon transfer, Members will be able to claim these equity shares only from the said Fund by making an online application to the IEPF Authority, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in). All correspondence should be addressed to Alankit Assignments Limited, (UNIT: Dhampur Sugar Mills Limited), Alankit House, 4E/2 Jhandewalan Extension, New Delhi - 110055.

## ANNEXURE 1

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 3

#### **Payment of Remuneration to the Cost Auditor for the Financial Year 2024-25:**

The Board of Directors in its meeting held on 1<sup>st</sup> May, 2024 upon recommendation of Audit Committee have approved the re-appointment of Mr. S.R. Kapur, Cost Accountant, Meerut (U.P.) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2024-25 at a remuneration of ₹2,00,000/- per annum. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2024-25 by way of ordinary resolution is being sought from the members as set out at item no. 3 of the notice.

The Board recommends the Ordinary Resolution as set out in item no. 3 of the notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item no. 3 of the notice.

### Item No. 4

#### **Payment of Commission to Non- Executive Independent Directors of the Company:**

Non-Executive Independent Directors have been contributing towards the improved performance of the Company by providing their valuable time, expertise and advice to the Board of Directors.

The Board of Directors in its meeting held on 1<sup>st</sup> May, 2024, have recommended for the payment of Commission up to 1% of the Net Profits for the Financial year 2023-24 of the Company to be paid to such Non-Executive Independent Directors, as a gesture of acknowledging their contribution.

As per provisions of the Companies Act, 2013, approval of shareholders for payment of commission to Non-Executive Independent Directors, by way of Special Resolution is being sought from the members as set out in item no. 4 of the notice.

The Board recommends the Special Resolution as set out in Item no. 4 of the notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Non-Executive Independent Directors i.e., Mrs. Pallavi Khandelwal, Mr. Anuj Khanna, Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora, being recipient of the proposed commission are interested in this resolution.

### Item No. 5

#### **Increase in Remuneration of Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company:**

Mr. Ashok Kumar Goel was re-appointed as Chairman and Executive Director of the Company by the Shareholders of the Company in their meeting held on 14<sup>th</sup> September 2022 for a period of five years with effect from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028.

Brief Profile of Mr. Ashok Kumar Goel is annexed as Annexure 2 and forms the part of this notice.

The Board of Directors of the Company (the "Board") at its meeting held on 2<sup>nd</sup> February 2024 have considered and recommended for increase in remuneration of Mr. Ashok Kumar Goel w.e.f. 1<sup>st</sup> April, 2024 with no change in tenure based on the recommendations of the Nomination and Remuneration Committee. It is further informed that the other terms and conditions of the appointment as approved by the shareholders will remain the same.

The Board recommends special resolution as set out at item no. 5 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel except Mr. Ashok Kumar Goel himself and Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company being relative of Mr. Ashok Kumar Goel is interested in this resolution.

### Item No. 6

#### **Increase in Remuneration of Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company:**

Mr. Gaurav Goel was re-appointed as Managing Director of the Company by the Shareholders of the Company in their meeting held on 14<sup>th</sup> September 2022 for a period of five years with effect from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028. He was re-designated as Vice Chairman and Managing Director of the Company w.e.f. 31<sup>st</sup> October, 2023.

Brief Profile of Mr. Gaurav Goel is annexed as Annexure 2 and forms the part of this notice.

The Board of Directors of the Company (the "Board") at its meeting held on 2<sup>nd</sup> February 2024 have considered and recommended for increase in remuneration of Mr. Gaurav Goel w.e.f. 1<sup>st</sup> April, 2024 with no change in tenure based on the recommendations of the Nomination and Remuneration Committee. It is further informed that the other terms and conditions of the appointment as approved by the shareholders will remain the same.

The Board recommends special resolution as set out at item no. 6 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel except Mr. Gaurav Goel himself and Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company being relative of Mr. Gaurav Goel is interested in this resolution.

### **Item No. 7**

#### **Increase in Remuneration of Ms. Ishira Goel, Vice President of the Company:**

Ms. Ishira Goel was promoted as Vice President of the Company at a remuneration of ₹300,000/- (Rupees Three Lakhs only) per month with annual increase of 5%, which was approved by the shareholders in their meeting held on 14<sup>th</sup> September 2022 on the recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company.

Ms. Ishira has been leading the Branded Sugar Sales and Chemicals business with high energy, vision and growth orientation and has been making efforts towards innovative

ideas. Under her leadership "Mishti" – Branded Sugar has been launched in 1 Kg and 5 Kg packings followed by subsequent launch of 1/2 kg packs.

The Board of Directors has approved the increase in remuneration of Ms. Ishira Goel to ₹500,000/- (Rupees Five Lakhs only) per month w.e.f. 1<sup>st</sup> October, 2024, with 10% increase every year, based on the recommendations of Nomination and Remuneration Committee and Audit Committee.

The increase in remuneration to ₹500,000/- (Rupees Five Lakhs only) per month w.e.f. 1<sup>st</sup> October, 2024 (with 10% increase every year subject to necessary approvals), requires approval of members of the Company as Ms. Ishira Goel is relative of Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company, in terms of provisions of Section 188 (1) (f) of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary resolution as set out at item no. 7 of the notice for approval by the Members.

Mr. Gaurav Goel, being relative of Ms Ishira Goel is interested in the resolution.

## ANNEXURE 2

**Brief Profiles of Directors as required under Sub-regulation (3) of Regulation 36 and of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.**

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel
1.	Date of Birth	01.05.1946	24.09.1973
2.	Date of Appointment/ Reappointment	15.03.1969 01.04.2023	04.04.2007 01.04.2023
3.	Educational Qualification	Graduate	Graduate
4.	Experience and Expertise in specific functional Areas	<p>Mr. Ashok Kumar Goel is Promoter of the Company and the Chairman on the Board, Mr. Ashok Kumar Goel has been affiliated with Dhampur and has served on the Board since 1969. He has over 52 years of experience in the sugar and paper industries. He has served as the President of the Indian Sugar Mills Association and the Uttar Pradesh Sugar Mills Association. Additionally, he is the Founder President of the Indian Agro Paper Mills Association. We take pride in his representation, time and again, at the World Bridge Championships. In April 2022, he served as a Member of the Indian Team which won the Silver Medal at the 45<sup>th</sup> World Bridge Championships in Salsomaggiore, Italy. He has been President of the Bridge Federation of Asia &amp; Middle East (BFAME) and Vice President of Asia Pacific Bridge Federation (APBF) from 2015 to 2019 and is currently the President Emeritus of BFAME since 2019.</p>	<p>Mr. Gaurav Goel is Promoter of the Company and is Vice Chairman and Managing Director on the Board. Mr. Gaurav Goel has an experience of more than two decades in the Sugar Industry. He has been associated with the Board since 1994. He is a Business Management Graduate from the United Kingdom and has graduated with a certificate for the Owner/President Management Program (OPM) at Harvard Business School. He is a Member and Past President of the Indian Sugar Mills Association and Indian Sugar Exim Corporation Ltd. He has served as the Chapter Chair of Young Presidents' Organization (YPO Delhi) and EO Delhi. He is also the Chairman of the Green Sugar Summit held by CII.</p>
5.	List of other public Limited Companies in which directorships held.	<p>a) Goel Investments Limited b) Saraswati Properties Limited</p>	<p>a) Goel Investments Limited b) Saraswati Properties Limited c) Ujjwal Rural Services Limited d) Mangalam Cement Limited e) V L S Finance Limited</p>
6.	Name of the listed entities from which the person has resigned in the past three years	NIL	NIL

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel
7.	Chairman/Member of the Committees of the Board of Directors of the Company	a) Corporate Social Responsibility - Chairman b) Management Committee - Chairman	a) Audit Committee - Member b) Stakeholders Relationship Committee - Member c) Risk management Committee - Chairman d) Corporate Social Responsibility - Member e) Management Committee - Member
8.	Chairman/Member of the Committees of the Board of Directors of other Companies		
a)	Audit Committee	N.A.	Mangalam Cement Limited
b)	Stakeholder Relationship	N.A.	Mangalam Cement Limited
9.	No of Equity Shares held in the Company	2000767	3761700
10.	Number of Board Meetings attended during the year	5	7
11.	Terms and Conditions of appointment /re- appointment along with remuneration sought to be paid.	Refer Item No. 5	Refer Item No. 6
12.	Remuneration last drawn	For remuneration details please refer Corporate Governance Report	For remuneration details please refer Corporate Governance Report
13.	Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Gaurav Goel - Son	Mr. Ashok Kumar Goel - Father
14.	In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	N.A.	N.A.

**By Order of the Board  
For Dhampur Sugar Mills Limited**

**(Ashok Kumar Goel)**  
Chairman  
(DIN:- 00076553)

Place: New Delhi  
Date: 1<sup>st</sup> May, 2024