



DHAMPUR SUGAR MILLS LIMITED

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 88th (Eighty Eighth) Annual General Meeting ("AGM") of Dhampur Sugar Mills Limited ("the Company") is scheduled to be held on **Tuesday, 12th day of September 2023 at 2:00 P.M.** IST through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following business:

Ordinary Business:

Item No. 1

To receive, consider and adopt:

- 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
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Report of Auditors thereon.

Item No. 2

To confirm the payment of Interim Dividend at 50% i.e., ₹5.00 per Equity Share of ₹10 each and a Special Dividend of 10% i.e., ₹1.00 Per Equity Share of ₹10 each of the Company on successful commissioning of new distillery project, aggregating to 60% i.e., ₹6.00 per Equity Share of ₹10 each as final dividend for the year ended 31st March 2023.

Item No. 3

To appoint a director in place of Mr. Gaurav Goel (DIN: 00076111), who retires by rotation and being eligible offers himself for re- appointment.

Special Business:

Item No. 4

Payment of Remuneration to the Cost Auditors for the Financial Year 2023-24:

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/- per annum plus applicable taxes and re-imburement 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 2023-24 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. 5

Payment of Commission to Non-Executive Independent Director of 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, subject however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2022-23 , 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."

By order of the Board
For Dhampur Sugar Mills Limited

(Ashok Kumar Goel)
Chairman
DIN: 00076553

Place: New Delhi
Date: 7th May 2023

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 and No. 11/2022 dated December 28, 2022 (collectively referred to as "MCA 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 Eighth Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on Tuesday, 12th September 2023 at 02:00 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. Members are requested not to visit Corporate Office/ Registered Office to attend the AGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Listing Regulations setting out material facts concerning the business under Item Nos. 4 and 5 of the accompanying Notice, is annexed as Annexure 1.

The Board of Directors of the Company at its meeting held on 7th May, 2023 considered that the special business under Item Nos. 4 and 5, being considered unavoidable, be transacted at the 88th AGM of the Company.

3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 88th AGM. However, in pursuance of Section 112 and 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 88th AGM through VC/ OAVM facility and e-Voting during the 88th AGM and since the 88th AGM is being held through VC/ OAVM facility, the Route Map is not annexed in 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. 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 Eighty Eighth Annual General Meeting forms part of this notice.
6. In compliance with the MCA Circulars and SEBI Circular dated 5th January 2023, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website www.dhampursugar.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
7. 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 investordesks@dhampursugar.com.
 - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
8. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in prescribed forms. Effective from 1st January 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/ documents. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.dhampursugar.com.
9. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can

nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

10. The Register of Members and Share Transfer Books of the Company will remain closed from 6th September 2023 to 12th September 2023 (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. Securities Exchange Board of India has, vide its notification No. SEBI/LAD-NRO/GN/2022/66 dated 24th January 2022 has mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository and also transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form.

In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider and dematerialize 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.
2. Members seeking any information about the accounts or any matter to be placed at the AGM, are requested to write to the Company by 5th September 2023 through email on investordesk@dhampurugar.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 Saturday, 9th September 2023 at 09:00 A.M. and ends on Monday, 11th September 2023, 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., Tuesday, 5th September 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 5th September 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings 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 to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="320 312 1447 576">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 the 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 or joining virtual meeting & voting during the meeting. <li data-bbox="320 582 1447 665">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="320 671 1447 961">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. 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 held 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 or joining virtual meeting & voting during the meeting. <li data-bbox="320 967 1447 1029">Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="373 1031 775 1263" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="320 1286 1447 1431">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 My easi Tab and then user your existing my easi username & password. <li data-bbox="320 1437 1447 1638">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 the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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 data-bbox="320 1645 1447 1728">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 My easi Tab and then click on registration option. <li data-bbox="320 1734 1447 1904">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 able to directly access the system of all e-Voting Service Providers.

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 the 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for e-Voting and joining virtual meetings 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.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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join the Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the Annual 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 Annual 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 cast your vote during the Annual 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 "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.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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 and 022 - 2499 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to 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. If you are an Individual shareholder 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 meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 88TH 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 88TH 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 the Internet at 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.

Procedure to raise questions with respect to Annual Report & Speaker Registration

As the 88th 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. Members may note that only the questions received by the Company on or before Tuesday, 5th September, 2023, 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 before Tuesday, 5th September, 2023. 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 5th September 2023 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. F 4229, 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 authorized 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 and on the website of the BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and NSDL at 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 2012-13 to Investor Education and Protection Fund ("said Fund") established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company www.dhampursugar.com. Those Members who have not so far claimed their dividend are advised to address their claim to the Company.
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. 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. All correspondence should be addressed to Alankit Assignments Limited, (Unit: Dhampur Sugar Mills Limited), Alankit House| 4E/2 Jhandewalan Extension| New Delhi - 110055.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**Item No. 4****Payment of Remuneration to the Cost Auditor for the Financial Year 2023-24:**

The Board of Directors in its meeting held on 7th May 2023 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 2023-24 at a remuneration of ₹2,00,000/- per annum plus applicable taxes and re-imbursment of expenses incurred / to be incurred on actual basis. 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 2023-24 by way of ordinary resolution is being sought from the members as set out at item no. 4 of the Notice.

The Board recommends the Ordinary 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 is, in any way, concerned or interested in the resolution set out in item no. 4 of the Notice.

Item No. 5**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 7th May 2023, have recommended for the payment of Commission up to 1% of the Net Profits for the Financial Year 2022-23 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. 5 of the notice.

The Board recommends the Special Resolution as set out in Item no. 5 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., Mr. Mahesh Prasad Mehrotra, 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.

Brief Profiles of Directors as required under regulation (3) of Regulation 36 and 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 re-appointment in Annual General Meeting.

Sr. No.	Particulars	Mr. Gaurav Goel
1.	Date of Birth	24th September, 1973
2.	Date of Appointment/ Reappointment	Appointed on 4th April, 2007 and Re-appointed on 1st April, 2023
3.	Educational Qualification	Graduate
4.	Experience and Expertise in specific functional Areas	Mr. Gaurav Goel is Promoter and Managing Director of the Company, Mr. Goel has 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.
5.	List of other public Limited Companies in which directorships held.	<ol style="list-style-type: none"> 1. Goel Investments Limited 2. Mangalam Cement Limited 3. Indian Sugar Exim Corporation Limited 4. Saraswati Properties Limited 5. Ujjwal Rural Services Limited
6.	Name of the listed entities from which the person has resigned in the past three years	Dhampur Bio Organics Limited
7.	Chairman/Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Audit Committee – Member 2. Stakeholders Relationship Committee – Member 3. Risk Management Committee -Chairman 4. Corporate Social Responsibility Committee – Member 5. Management Committee of the Company - Member
8.	Chairman/Member of the Committees of the Board of Directors of other Companies	
	a) Audit Committee	Mangalam Cement Limited
	b) Stakeholder Relationship Committee	Mangalam Cement Limited
9.	No. of Equity Shares held in the Company	50,16,904
10.	Number of Board Meetings attended during the year.	5
11.	Terms and Conditions of appointment /re-appointment along with remuneration sought to be paid.	Re-appointment as a Executive Director under sec 152(6) of Companies Act 2013.
12.	Remuneration last drawn	For remuneration details please refer Corporate Governance Report.
13.	Relationship with other Directors, Manager and Key Managerial Personnel	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.

By Order of the Board
For Dhampur Sugar Mills Limited

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

Place: New Delhi
Date: 7th May, 2023

