



DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761

Tel: 01344-220006, Fax: 01344-220662

E-mail: investordesk@dhampur.com, Website: www.dhampur.com,

CIN: L15249UP1933PLC000511

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 85th Annual General Meeting ("AGM") of Dhampur Sugar Mills Limited ('the Company') will be held on Tuesday, September 29, 2020 at 2:00 p.m. 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:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of Auditors thereon.

Item No. 2

To confirm the payment of Interim Dividend of Rs. 6.00 per Equity Share of Rs. 10 each as final dividend for the year ended March 31, 2020.

Item No. 3

To appoint a director in place of Shri Vijay Kumar Goel, who retires by rotation and being eligible offers himself for re-appointment.

Item No. 4

To appoint a director in place of Shri Sandeep Kumar Sharma, who retires by rotation and being eligible offers himself for re-appointment.

Item No. 5

To appoint a director in place of Shri Gautam Goel, who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

Item No. 6

Payment of Remuneration to the Cost Auditor for the Financial Year 2020-21:

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 Rs.2,00,000/- plus applicable taxes and re-imbusement of expenses incurred / to be incurred on actual basis payable to Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) who was re- appointed as Cost Auditors of the Company for the Financial Year 2020-21 by the Board of Directors on the recommendation of Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary 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

Invitation and Acceptance of Fixed Deposits from the Members and Public:

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

"RESOLVED THAT pursuant to the provisions of Sections 73, 74, 76 and all other applicable provisions of the Companies Act, 2013 and rules made there under, provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such conditions, approvals, permissions as may be necessary, the consent of the

members be and is hereby accorded to invite and accept deposits from the Public and Members within the limits arrived on the basis of Audited Balance Sheet of the Company as at March 31, 2020 on such term and conditions as may be decided by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider in their absolute directions necessary, proper or desirable or expedient or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

Item No. 8

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, Executive Directors and Nominee Director) 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 2019-20, computed in the manner referred to in Section 198(1) of the said Act.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary 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. 9

Re-appointment of Ms. Nandita Chaturvedi, Non- Executive Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Ms. Nandita Chaturvedi (DIN: 07015079),

Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office from 10th September, 2020 till 9th September, 2025 for another term of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary 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. 10

Appointment of Mr. Yashwardhan Poddar, Non- Executive Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Mr. Yashwardhan Poddar (DIN: 00008749), who was appointed as Non-Executive Independent (Additional) Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee w.e.f 30th July, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 30th July, 2020 upto 29th July, 2025.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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.11

Appointment of Mr. Satpal Kumar Arora Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Mr. Satpal Kumar Arora (DIN: 00061420), who was appointed as Non-Executive Independent (Additional) Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee w.e.f 30th July, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing

Obligations and Disclosure Requirements) Regulations 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 30th July, 2020 upto 29th July, 2025.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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

(Vijay Kumar Goel)
Chairman
(DIN:-00075317)

Place: New Delhi
Date: July 30, 2020

NOTES:

I. GENERAL INFORMATION:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
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. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/ herself and the proxy need not be a member of the Company. 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 will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
5. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. Brief Profiles under regulation (3) of Regulation 36 and 26 (4) 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 85th Annual General Meeting forms part of this notice.
7. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company’s website www.dhampur.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.
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 investor@dhampur.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 Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (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:

- i) The respective Depository Participants (DP) (in case of the shares held in Electronic mode) or;
 - ii) 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 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, has mandated that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019, unless the securities are held in the dematerialised form with the depositories.

In view of the above and to avail the benefits of dematerialisation 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 with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 18, 2020 through email on investordesk@dhampur.com The same will be replied by the Company suitably.

III. INSTRUCTIONS FOR ATTENDING THE AGM AND ELECTRONIC VOTING:

A. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.
2. Members who do not have the User ID and/or Password for e-voting or have forgotten the User ID and/or

password may retrieve the same by following the remote e-voting instructions mentioned below in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

3. Members may join the AGM through VC/OAVM, 30 minutes before the scheduled time to start the AGM and will be available for Members on first come first served basis.
4. Members seeking any information with regard to the Financial Statements or any matter to be placed at the AGM can submit questions from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company's e-mail address investordesk@dhampur.com at least 48 hours before the start of the AGM.
5. Members who would like to ask questions during the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company's e-mail address investordesk@dhampur.com in at least 48 hours in advance before the start of the AGM. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM.
6. The Company reserves the right to restrict the number of speakers at the AGM.

B. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 85th Annual General Meeting (AGM) through remote e-voting (i.e. voting electronically). The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

- I. The cut-off date for the purpose of determining the member eligible for participation in remote e-voting and voting at the AGM is 22nd September, 2020.
- II. The remote e-voting facility starts on Saturday, 26th September, 2020 (9.00 A.M) and ends on Monday, 28th September, 2020 (5.00 P.M). During this period, Members of the Company holding shares either in physical form

or in dematerialised form, as on the cut-off date of Tuesday, 22nd September, 2020, may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter on Monday, 28th September, 2020 (5.00P.M). Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

III. The details of the process and manner for remote e-voting are explained as under:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>

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

Details on Step 1 are mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional/Corporate 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 and investordesk@dhampur.com.

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 toll free no.: 1800-222- 990 or send a request at evoting@nsdl.co.in

Other Instructions:

- IV. 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 Tuesday, 22nd September, 2020, 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 existing User ID and password for casting the vote through remote e-voting.
- V. Shri Saket Sharma, 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.
- VI. 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 case of joint holders, the holder who is highest in the order of names will be entitled to vote at the meeting provided that the votes are not cast through remote e-voting.
- VII. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot. The Members who have cast their vote by remote e-voting prior to the meeting may

also attend the meeting but shall not be entitled to cast their vote again.

VIII. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.dhampur.com and on the website of NSDL at www.evoting.nsdl.com, within two 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.

IV. IEPF RELATED INFORMATION:

- Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all Equity Shares of the Company on which Dividend has not been paid or claimed for seven consecutive years or more on November 30, 2020 shall be transferred by the Company to Investor Education and Protection fund (IEPF). The Company has also written to the concerned Shareholders intimating them their particulars of the Equity Shares due for transfer. These details are also available on the Company's website www.dhampur.com. No Claim shall lie against the company in respect of these post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity Shares from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in.

Due dates for transfer to IEPF, of the unclaimed/unpaid dividends are as under:

Financial Year Ended	Date of declaration of Dividend	Last date for claiming Unpaid Dividend	Due date for transfer to IEPF
31.03.2013	20.09.2013	19.09.2020	18.10.2020
31.03.2017	10.02.2017	09.02.2024	08.03.2024
31.03.2017	28.08.2017	27.07.2024	26.08.2024
31.03.2018	31.01.2018	30.12.2025	29.01.2026
31.03.2019	30.01.2019	05.02.2026	06.03.2026
31.03.2019	02.09.2019	07.09.2016	08.10.2026
31.03.2020	03.02.2020	08.02.2027	09.03.2027

In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their e-mail addresses with the Registrar and Transfer Agent (Alankit Assignments Limited) (in case the shares are held in physical mode and with Depository Participants in case the shares are held in demat mode for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

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

Item No. 6

Payment of Remuneration to the Cost Auditor for the Financial Year 2020-21:

The Board of Directors in its meeting held on 2nd June, 2020 upon recommendation of Audit Committee have approved the appointment of Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2020-21 at a remuneration of Rs. 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 2020-21 by way of ordinary resolution is being sought from the members set out at item no.6 of the notice.

The Board recommends the Ordinary Resolution as set out at item no.6 of the notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, in the resolution set out at item no.6 of the notice.

Item No. 7

Invitation and Acceptance of Fixed Deposits from the Members and Public:

The Board in its meeting held on 2nd June, 2020 have in-principally approved and recommended the invitation and acceptance of Fixed Deposits from the Members and Public pursuant to Sections 73 and 76 of the Companies Act, 2013 ("Act") and Companies (Acceptance of Deposits) Rules, 2014 ("Rules") as one of the modes to meet the ongoing fund requirements of the Company. The Fixed Deposit program would be credit rated on an annual basis. CARE Ratings, Credit Rating Agency has assigned the credit rating of "CARE A- (Single A; OUTLOOK: STABLE) for Fixed Deposits to the Company. It is proposed to authorize the Board or a committee thereof to negotiate and finalize the terms of Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental there to.

In compliance with the provisions of Sections 73 and 76

of the Act, read together with Rule 2(e) of the Companies (Acceptance of Deposits) Rules, 2014 approval of the members by way of an ordinary resolution is being sought from the members as set out at item no. 7 of the notice.

The Board recommends the Special Resolution set out at item no. 7 of the notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, in the resolution set out at item no. 7 of the notice.

Item No. 8

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 2nd June, 2020, have recommended for the payment of Commission up to 1% of the Net Profits for the Financial year 2019-20 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 at item no. 8 of the notice.

The Board recommends the Special Resolution as set out at Item no. 8 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. Shri. Mahesh Prasad Mehrotra, Shri. Ashwani Kumar Gupta, Ms. Nandita Chaturvedi, Shri. Priya Brat, Shri. Harish Saluja and Shri. Rahul Bedi, being recipient of the proposed commission are interested in this resolution.

Item No. 9

Re-appointment of Nandita Chaturvedi as Non-Executive Independent Director of the Company:

Ms. Nandita Chaturvedi was appointed as Non-Executive Independent Director of the Company for the term of five consecutive years starting from September 11, 2015 pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder and that her term will expire on September 10, 2020.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee and considering her background, experience and contributions made during her tenure, the continued association of Ms. Nandita Chaturvedi would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Nandita Chaturvedi as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years.

In the opinion of the Board, Ms. Nandita Chaturvedi fulfils the conditions for re-appointment as an Independent Director as specified in the Act, rules made thereunder and the Listing Regulations. The Company has received declarations from Ms. Nandita Chaturvedi that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. The Company has also received declaration from her that she is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received her consent to continue to act as a Director of the Company for following term:-

Name	Ms. Nandita Chaturvedi
Term of Re-appointment	5 Years
Date of Re-appointment	10th September, 2020
Date of Expiry of Term	09th September, 2025

The Board recommends the Special Resolution as set out at the items no. 9 of the notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Nandita Chaturvedi is in any way, concerned or interested, in the resolutions set out in item no.9 of the notice relating to the re-appointment as Non-Executive Independent Director.

Item No. 10 and 11:

Appointment of Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora, Non- Executive Independent Director of the Company:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed the appointment Mr. Yashwardhan Poddar (DIN: 00008749) and Mr. Satpal Kumar Arora (DIN: 00061420) to be appointed as an Independent Directors on the Board of the Company.

The appointment of Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora for the office of Directors of the Company respectively. Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora are not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as Director. The Company has received the declaration from Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora fulfils the conditions for their appointment as an Independent Directors as specified in the Act and the Listing Regulations.

The Board recommends the Special Resolution as set out at the Items no. 10 and 11 of the notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora is in any way, concerned or interested, in the resolutions set out in item no. 10 and 11 of the notice relating to the appointment as Non-Executive Independent Director.

Brief Profiles of Directors as required under regulation (3) of Regulation 36 and 26 (4) 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. Vijay Kumar Goel	Mr. Gautam Goel	Mr. Sandeep Kumar Sharma	Ms. Nandita Chaturvedi	Mr. Yashwardhan Poddar	Mr. Satpal Kumar Arora
1.	Date of Birth	09.11.1940	15.02.1974	08.06.1958	12.05.1948	30.05.1970	01.04.1958
2.	Date of Appointment	19.08.1960	26.04.1994	23.06.2014	12.11.2014	30.07.2020	30.07.2020
3.	Qualification	Graduate	Graduate	Mechanical Engineer	Graduate	Graduate	Post Graduate
4.	Experience and Expertise in specific functional Areas	Mr. Vijay Kumar Goel, Chairman of the Company. He is well known Sugar technologist and Entrepreneur with vast experience of around 59 years and has been associated with the Company since 1960 as Promoter Director. He has held different positions in the sugar industry forums including President of Indian Sugar Mills Association (ISMA), an apex body of sugar manufacturers of India. An avid sportsperson, he has been the founder President of Delhi Squash Association.	Mr. Gautam Goel, Promoter and Managing Director of the Company. He has been affiliated with the Company and served on the Board since 1994. Mr. Gautam Goel has more than two decades of experience in the sugar industry. He has been the president of the Indian Sugar Mills Association during the year 2011-2012.	Mr. Sandeep Kumar Sharma, Whole Time Director of the Company. He has been associated with the Company since 1980 and has over three decades of experience in administration and operations of sugar mills, power generation plants and chemical plants. He has done Mechanical Engineering from Government Polytechnic Moradabad.	Ms. Nandita Chaturvedi is an experienced horticulture Consultant and has been associated with the Company since 2014. She has contributed in various decision making and strategies of the Board.	Mr. Yashwardhan Poddar is the Managing Director of RKBK Limited (RKBK Limited is Indian Oil Corporation's largest dealer in India) having more than seventeen years of experience in Retail and Distribution Business. Mr. Poddar has pioneered various functions in the petroleum distribution & retail business that are followed by all Companies today, including the use of solar power, door-to-door delivery for bulk users, etc. His achievements include converting high credit business model to a cash sale model improving cash flow and increasing profitability, developed branch working system where every employee is directly remunerated with the profit generated, etc.	Mr. Satpal Arora, has more than 35 years of experience in Corporate Industry. He has extensive knowledge and expertise in fields of project financing, loan restructuring and other financial matters. He has also handled BIFR and litigation matters. He has spearheaded Internal Audit, Corporate Advisory and Vigilance Departments. He holds CAIIB (Both Parts) Indian Institute of Bankers and holds M.com, CS, CMA, and LLB and is also an Insolvency Professional
5.	List of other public Limited Companies in which directorships held.	I. Goel Investments Limited. II. Saraswati Properties Limited. III. Delton Cables Limited.	I. Goel Investments Limited. II. Shudh Edible Products Limited. III. Saraswati Properties Limited. IV. Sonitron Limited.	NIL	NIL	I. RKBK Limited. II. Omega Trade Enterprises Limited.	I. Shree Pushkar Chemicals & Fertilisers Limited II. Som Distilleries and Breweries Limited III. Shree Maheshwar Hydel Power Corporation Limited IV. Beacon Trusteeship Limited

6.	Chairman/Member of the Committees of the Board of Directors of the Company	NIL	NIL	Stakeholder Relationship Committee-Member	NIL	NIL	NIL
7.							
a)	Audit Committee	Goel Investments Limited- Member	NIL	NIL	NIL	NIL	NIL
b)	Stakeholder Relationship Committee	NIL	NIL	NIL	NIL	NIL	NIL
8.	No- Of Equity Shares held in the Company	349116	4242339	755	NIL	NIL	NIL
9.	Number of Board Meetings attended during the year.	5	3	5	2	N.A.	N.A.
10.	Terms and Conditions of appointment /re-appointment along with remuneration sought to be paid.	Refer item no. 3	Refer item no. 4	Refer item no. 5	Refer item no. 9	Refer item no. 10	Refer item no. 11
11.	Remuneration last drawn	For remuneration details please refer to Annexure 6 of Board Report.	For remuneration details please refer to Annexure 6 of Board Report.	For remuneration details please refer to Annexure 6 of Board Report.	The Company is Paying Sitting Fees and Commission (as determined) to its Non-Executive Independent Directors, as per Statutory Provisions and within the limits approved by the Shareholders. For remuneration details please refer to Annexure 6 of Board Report.	N.A.	N.A.
12.	Relationship with other Directors, Manager and Key Managerial Personnel	Shri Ashok Kumar Goel – Brother and Shri Gautam Goel- Son	Shri Vijay Kumar Goel- Father	None	None	None	None

By order of the Board
For Dhampur Sugar Mills Limited

(Vijay Kumar Goel)
Chairman
(DIN:-00075317)

Place: New Delhi
Date: July 30, 2020