



DHAMPUR SUGAR MILLS LIMITED

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 90th (Ninetieth) Annual General Meeting ("AGM") of Dhampur Sugar Mills Limited ("the Company") is scheduled to be held on **Thursday, 28th day of August, 2025 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 31st March, 2025 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, 2025 and the Report of Auditors thereon.

Item No. 2

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. 3

Payment of Remuneration to the Cost Auditors for the Financial Year 2025-26:

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/- (Rupees Two Lakhs Only) plus applicable taxes and re-imbursalment of expenses incurred/ to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, Meerut, Uttar Pradesh, who was re-appointed as Cost Auditors of the Company for the Financial Year 2025-26 by the Board of

Directors on the recommendation of the 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

Appointment of Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with any other provision as may be applicable, the consent of the members of the Company be and is hereby accorded to appoint M/s GSK & Associates, Company Secretaries, Kanpur (FRN : P2014UP036000) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years with effect from April 1, 2025, at a remuneration as may be determined by the Board of Directors or any Committee of the Board of Directors.

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, desirable or expedient and to file necessary forms with the Registrar of Companies, Kanpur within the prescribed time to give effect to the above resolution".

Item No. 5

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 2024-25, 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. 6

Payment of minimum remuneration to 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 in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General Meeting of the Company held on 12th September, 2024 and pursuant to the provisions of Section 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification or re-enactment thereof) and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of any Government/other regulatory approvals as may be required from time to time, the consent of the shareholders of the Company be and is hereby accorded that, in case the Company has no profits or inadequate profits anytime during Financial Year 2024-25 till 31st March, 2027, Mr. Ashok Kumar Goel (DIN: 00076553) Chairman and Executive Director of the Company be paid the remuneration including salary, perquisites, allowances etc. as approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 12th September, 2024 as Minimum Remuneration even if it exceeds 5% of the Net Profits of the Company or the other limits as stipulated under the various provisions of Companies Act, 2013 and Rules made thereunder related thereto during any financial year /period in between.

RESOLVED FURTHER THAT the total remuneration payable to the Chairman and Executive Director of the Company shall not be restricted to and may exceed 10% of 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.

RESOLVED FURTHER THAT all the other terms and conditions of his appointment and remuneration shall remain same.

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

Payment of minimum remuneration to 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 in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General meeting of the Company held on 12th September, 2024, pursuant to the provisions of Section 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification or re-enactment thereof) and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of any Government/other regulatory approvals as may be required from time to time, the consent of the shareholders of the Company be and is hereby accorded that, in case the Company has no profits or inadequate profits anytime during Financial Year 2024-25 till 31st March, 2027, Mr. Gaurav Goel (DIN: 0007611) Vice Chairman and Managing Director of the Company be paid the remuneration including Salary, Perquisites, allowances etc. as approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 12th September 2024 as Minimum Remuneration even if it exceeds 5% of the Net Profits of the Company or the other limits as stipulated under the various provisions of Companies Act, 2013 and Rules made thereunder related thereto during any financial year /period in between.

RESOLVED FURTHER THAT the total remuneration payable to the Vice Chairman and Managing Director of the Company shall not be restricted to and may exceed 10% of 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.

RESOLVED FURTHER THAT all the other terms and conditions of his appointment and remuneration shall remain the same.

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. 8

Re-Appointment of Mr. Yashwardhan Poddar as Non-Executive Independent 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 149, 150 and 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, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations") the consent of the shareholders of the Company be and is hereby accorded, to re-appoint Mr. Yashwardhan Poddar (DIN: 00008749), who has submitted the necessary declarations including the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations as Non-Executive Independent Director of the Company for another term of five consecutive years w.e.f. 30th July, 2025 till 29th July, 2030.

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. 9

Re-appointment of Mr. Satpal Kumar Arora as Non- Executive Independent Director:

To consider and if thought fit, to pass the following resolution 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, 17, and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations") the consent of the Shareholders of the Company be and is hereby accorded, to re-appoint Mr. Satpal Kumar Arora (DIN: 00061420), who has submitted the necessary declarations including the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations as Non-Executive Independent Director of the Company for another term of five consecutive years w.e.f. 30th July, 2025 till 29th July, 2030.

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: 16th May, 2025

NOTES:

I. General Information:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 ('MCA Circulars') and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting (hereinafter called 'AGM') through Video Conferencing (VC) or Other Audio Visual means (OAVM), without the physical presence of the members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.

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 Ninetieth Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on **Thursday, 28th August, 2025 at 03:00 P.M. (IST)**. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at P.O. Dhampur, Dist. Bijnor - 246761 U.P. and the 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 (hereinafter referred as "Listing Regulations") 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 himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, the requirement of 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. However, the Body Corporates are entitled to appoint their authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
4. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of a quorum under Section 103 of the Act.
5. As per the provisions of Clause 3 (A)(II) of General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3, 4, 5, 6, 7, 8 and 9 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 Listing Regulation 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 90th AGM forms part of this notice.
7. Since the AGM is held through VC/ OAVM the route map of the venue of the meeting is not annexed hereto.
8. In compliance with the MCA Circulars and SEBI Circular the Notice of the AGM along with the Annual Report 2024-25 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 2024 - 25 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.
9. 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.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
10. 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.
11. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd August, 2025 to 28th August, 2025 (both days inclusive).

12. Pursuant to Regulation 12 of Listing Regulations 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)

13. 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 held in physical form shall not be processed from 1st 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 24th 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.
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 21st August, 2025 through email on

investordesk@dhampursugar.com. The same will be replied by the Company suitably.

III. Instructions for members for remote e-voting and joining Annual General Meeting are as under:

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, 15 minutes before the scheduled time to start the AGM following the procedure mentioned in the Notice below. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request before 21st August, 2025 mentioning their name, demat account number/folio number, email id, mobile number and the shareholders who do not wish to speak during the AGM but have queries may send their queries before 21st August, 2025 mentioning their name, demat account number, folio number, email id, mobile number at investordesk@dhampursugar.com These queries will be replied to by the Company suitably by email.
5. The Company reserves the right to restrict the number of speakers at the AGM.

B. Voting through electronic means:

The remote e-voting period begins on Sunday, 24th August, 2025 at 09:00 A.M. IST and ends on Wednesday, 27th August, 2025 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 21st August, 2025, 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 21st August, 2025.

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.

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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 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. 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 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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="730 1748 948 1877" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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?

- 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, 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.**

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) Physical User Reset Password?"(If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on 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 Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join 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 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.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).

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 (Company email id). 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 meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for e-voting on the day of the 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 joining the meeting on the day of the AGM are as under:

1. Member 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.

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 21st August, 2025 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 share 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. 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. 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.
5. 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 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 2016- 17 (Interim Dividend) have been transferred to Investor Education and Protection Fund ("said Fund") established by Central Government.

The Unclaimed Dividend amount of ₹22,87,631.50/- (Rupees Twenty-Two Lakhs Eighty-Seven Thousand Six Hundred Thirty-One and Fifty Paise only) for Final Dividend declared for Financial Year 2016-17 and corresponding 8711 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. 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.

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 2025-26:

The Board of Directors in its meeting held on 16th May, 2025, 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 2025-26 at a remuneration of ₹2,00,000/- (Rupees Two Lakhs only) 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 2025-26 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 at 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

Appointment of Secretarial Auditor of the Company:

Pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with provisions of Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Board of Directors at their meeting held on 16th May, 2025 has approved, subject to approval of members of the Company, appointment of M/s. GSK & Associates, Company Secretaries, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2014UP036000) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from 1st April, 2025 till 31st March, 2030. The proposed fee for secretarial auditors is ₹7,50,000 per annum plus applicable taxes and other out of pocket expenses in connection with the secretarial audit for Financial Year ending 31st March, 2026 and for subsequent year(s) of their term, such fee as determined by the Board.

M/s. GSK & Associates, Company Secretaries, (Firm Registration Number: P2014UP036000) is a reputed firm with more than 28 years of experience as Practicing Company Secretary in Secretarial Affairs, Corporate restructuring, capital issues,

initiative & liasioning. Practicing at Kanpur and Delhi and having large number of companies including private limited, public limited, listed and NBFCs. Proficiency in Secretarial Audits, public issues of capital including GDR issues, spearheading Acquisition, Business Valuation and Corporate Re-structuring projects encompassing development of strategy, due diligence and documentation activities.

The firm is Peer reviewed, and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. GSK & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the Listing Regulations read with SEBI Circular dated December 31, 2024.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

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 16th May, 2025, have recommended for the payment of Commission up to 1% of the Net Profits for the Financial Year 2024-25 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., 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. 6

Payment of minimum remuneration to 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 14th September 2022 for a period of five years with effect from 1st April 2023 to 31st March 2028. Subsequently, the remuneration of Mr. Goel was revised by shareholders' approval dated 12th September, 2024, while all other terms and conditions of his appointment remained unchanged.

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 16th May 2025 have considered and recommended to amend the terms of managerial remuneration of Mr. Ashok Kumar Goel such that, in the event of inadequacy of profits during Financial Year 2024-25 till 31st March, 2027, the Company will pay him the minimum remuneration (including salary, perquisites, and allowances) as approved by the shareholders in the Annual General Meeting held on 12th September, 2024, as minimum remuneration, in accordance with the provisions of Schedule V to the Companies Act, 2013, read with Sections 196, 197, 198 and the applicable rules thereunder.

Further it is clarified that the minimum remuneration will be paid even if it exceeds the limits prescribed under the Act, and all other terms and conditions of appointment as approved in the Annual General Meeting held on 14th September, 2022 shall remain unchanged.

The Board recommends a 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. 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. 7

Payment of minimum remuneration to 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 14th September 2022 for a period of five years with effect

from 1st April, 2023 to 31st March, 2028. He was re-designated as Vice Chairman and Managing Director of the Company w.e.f. 31st October, 2023. The remuneration of Mr. Gaurav Goel was revised by the shareholders through a resolution passed on 12th September, 2024. All other terms and conditions of his appointment remained unchanged.

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

The Board of Directors of the Company (the "Board") at its meeting held on 16th May 2025 have considered and recommended to amend the terms of his managerial remuneration such that, in the event of inadequacy of profits in Financial Year 2024-25 till 31st March, 2027, Mr. Gaurav Goel shall be paid the minimum remuneration (including salary, perquisites, and allowances) as approved by the shareholders in the Annual General Meeting held on 12th September, 2024 as minimum remuneration in accordance with Schedule V to the Companies Act, 2013 read with Sections 196, 197, 198, and other applicable provisions and rules thereunder.

Further it is clarified that the minimum remuneration will be paid even if it exceeds the limits prescribed under the Act, and all other terms and conditions of appointment as approved in the Annual General Meeting held on 14th September, 2022 shall remain unchanged.

The Board recommends special resolution as set out at item no. 7 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. 8

Re-appointment of Mr. Yashwardhan Poddar as Non-Executive Independent Director of the Company:

Mr. Yashwardhan Poddar was appointed as Non-Executive Independent Director of the Company for a period of Five years with effect from 30th July, 2020 as approved in the Annual General Meeting held on 29th September, 2020. The term of Mr. Yashwardhan Poddar as Non- Executive Independent Director will be ending on 29th July, 2025 and being eligible for re-appointment for another term of Five Years, it has been proposed to re-appoint him for another term of five years w.e.f. from 30th July, 2025 till 29th July, 2030 in terms of provisions of Section 149, 150, and 152, and other applicable provisions of Companies Act, 2013 and the rules made thereunder, and Listing Regulations as amended from time to time.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee and considering his background, experience and contributions made during the tenure, the continued association of Mr. Yashwardhan

Poddar would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Poddar 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, Mr. Yashwardhan Poddar fulfils the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations. The Company has received the willingness and consent from Mr. Poddar for his re-appointment as Independent Director of the Company. The Company has duly received his declaration stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 and 17 of the Listing Regulations. The Company has also received a declaration from him stating that he has not been disqualified from being appointed as a Director in terms of Section 164 of the Act and has other declarations and confirmations required under the Companies Act, 2013 and Listing Regulations. The tenure of reappointment is as under:

Name	Mr. Yashwardhan Poddar
Terms of Re-appointment	Five Years
Date of Re-appointment	30 th July, 2025
Date of Expiry of Term	29 th July, 2030

The Board recommends the Special Resolution as set out at items no. 8 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 is in any way concerned or interested in the resolutions set out in item no.8 of the notice relating to the re-appointment of the Non-Executive Independent Director

Item No. 9

Re-appointment of Mr. Satpal Kumar Arora as Non-Executive Independent Director of the Company:

Mr. Satpal Kumar Arora was appointed as Non-Executive Independent Director of the Company for a period of Five years with effect from 30th July, 2020 as approved in the Annual General Meeting held on 29th September, 2020. The term of Mr. Satpal Kumar Arora as Non- Executive Independent Director will be ending on 29th July, 2025 and being eligible

for re-appointment for another term of Five Years, it has been proposed to re-appoint him for another term of five years w.e.f. from 30th July, 2025 till 29th July, 2030 in terms of provisions of Section 149, 150 and 152, and other applicable provisions of Companies Act, 2013 and the rules made thereunder, and Listing Regulations as amended from time to time.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee and considering his background, experience and contributions made during the tenure, the continued association of Mr. Satpal Kumar Arora would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Arora 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, Mr. Satpal Kumar Arora fulfils the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations. The Company has received the willingness and consent from Mr. Arora for his re-appointment as Independent Director of the Company. The Company has duly received his declaration stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 and 17 of the Listing Regulations. The Company has also received a declaration from him stating that he has not been disqualified from being appointed as a Director in terms of Section 164 of the Act and has other declarations and confirmations required under the Companies Act 2013 and Listing Regulations. The tenure of reappointment is as under:

Name	Mr. Satpal Kumar Arora
Terms of Re-appointment	Five Years
Date of Re-appointment	30 th July, 2025
Date of Expiry of Term	29 th July, 2030

The Board recommends the Special Resolution as set out at 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 Mr. Satpal Kumar Arora is in any way concerned or interested in the resolutions set out in item no. 9 of the notice relating to the re-appointment of the Non-Executive Independent Director.

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	Mr. Yashwardhan Poddar	Mr. Satpal Kumar Arora
1.	DIN	00076553	00076111	00008749	00061420
2.	Date of Birth	01.05.1946	24.09.1973	30.05.1970	01.04.1958
3.	Age	79	51	55	67
4.	Date of Appointment/ Reappointment	15.03.1969 01.04.2023	04.04.2007 01.04.2023	30.07.2020 -	30.07.2020 -
5.	Educational Qualification	Graduate	Graduate	Graduate	Postgraduate
6.	Experience and Expertise in specific functional areas.	Mr. Ashok Kumar Goel is promoter of the company and the Chairman on the Board. Mr. 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 th World Bridge Championships in Salsomaggiore, Italy. He has been President of the Bridge Federation of Asia & 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.	Mr. Gaurav Goel is the promoter of the company and is Vice Chairman and Managing Director on the Board. Mr. 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.	Mr. Yashwardhan Poddar has rich experience in the Retail & Distribution Business. He has pioneered various functions in the petroleum distribution & retail business that are followed by all companies today, including the use of solar power and door-to-door delivery for bulk users. His achievements include converting a high credit business model to a cash sales model by improving cash flow and increasing profitability. He has also helped in developing a branch working system where every employee is directly remunerated with the profit generated.	Mr. Satpal Kumar Arora has extensive experience in wholesale lending, project appraisal and financing, infrastructure project appraisal and monitoring, Venture/ PE funding, recovery/legal process, sale/ purchase/ assignment of NPAs, insolvency laws and procedure. He has a sound working knowledge of general commercial and economic laws, Companies Act, regulatory provisions of Stock Exchanges and SEBI. Mr. Arora, former Executive Director of IFCI Ltd., also served as Managing Director of IFCI Venture Capital Funds Ltd. and TFCI Ltd.

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel	Mr. Yashwardhan Poddar	Mr. Satpal Kumar Arora
7.	List of other public Limited Companies in which directorships held.	<ul style="list-style-type: none"> a) Goel Investments Limited b) Saraswati Properties Limited 	<ul style="list-style-type: none"> a) Mangalam Cement Limited b) VLS Finance Limited c) Goel Investments Limited d) Saraswati Properties Limited e) Ujjwal Rural Services Limited 	<ul style="list-style-type: none"> a) RKBK Limited b) Omega Trade Enterprises Limited 	<ul style="list-style-type: none"> a) Shree Pushkar Chemicals & Fertilisers Limited b) Som Distilleries and Breweries Limited c) Eastman Auto & Power Limited d) Tesla Power Equipments and Projects Limited e) CMR Green Technologies Limited
8.	Name of the listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL
9.	Chairman / Member of the Committees of the Board of Directors of the Company	<ul style="list-style-type: none"> a) Corporate Social Responsibility - Chairman b) Management Committee - Chairman 	<ul style="list-style-type: none"> a) Audit Committee - Member b) Stakeholders Relationship Committee - Member c) Risk Management Committee - Chairman d) Corporate Social Responsibility Committee - Member e) Management Committee - Member 	<ul style="list-style-type: none"> a) Audit Committee - Member b) Nomination and Remuneration Committee - Chairman c) Stakeholders Relationship Committee - Member d) Corporate Social Responsibility Committee - Member 	<ul style="list-style-type: none"> a) Audit Committee - Member b) Nomination and Remuneration Committee - Member

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel	Mr. Yashwardhan Poddar	Mr. Satpal Kumar Arora
10.	Chairman/ Member of the Committees of the Board of Directors of other Companies				
a)	Audit Committee	NIL	NIL	NIL	a) Shree Pushkar Chemicals & Fertilisers Limited - Chairman b) Som Distilleries and Breweries Limited - Member
b)	Stakeholder Relationship	NIL	Mangalam Cement Limited - Member	NIL	a) Shree Pushkar Chemicals & Fertilisers Limited - Member b) Som Distilleries and Breweries Limited - Chairman
11.	No of Equity Shares held in the Company	20,00,767	37,61,700	NIL	NIL
12.	Number of Board Meetings attended during the year	5	5	3	4
13	Terms and Conditions of appointment / re-appointment along with remuneration sought to be paid.	Refer Item No. 6	Refer Item No. 7	Refer Item No. 8	Refer Item No. 9
14.	Remuneration last drawn	For remuneration details please refer to the Corporate Governance Report	For remuneration details please refer to the Corporate Governance Report	N.A.	N.A.
15.	Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Gaurav Goel - Son	Mr. Ashok Kumar Goel - Father	N.A.	N.A.
16.	In the 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.	Industrialist, Business Strategy, Leadership, Formulation and Implementation of Policies and Planning.	Corporate Banking and Project Financing, Legal Compliance alongwith Corporate Governance.

DETAILS AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

General information:

- a) Nature of industry: The Company is engaged in dealing with and manufacturing of sugar, power, industrial alcohol, ethanol, chemicals and potable spirit.
- b) Date or expected date of commencement of commercial production: Existing Company Date of Incorporation: 22nd May, 1933.
- c) In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing on the prospectus: N.A.
- d) Financial performance based on given indicators:

Particulars	Consolidated (As on 31 st March, 2025)	Standalone (As on 31 st March, 2025)
Revenue from operations	2674.15	2673.96
Profit before finance costs, tax, depreciation and amortization, exceptional items and other comprehensive income	187.31	187.04
Less: Finance costs	50.28	50.28
Less: Depreciation and Amortization expense	61.92	61.92
Profit before Tax after exceptional items	75.11	74.84
Provision for Tax	22.69	22.69
Net Profit for the year	52.42	52.15

- e) Foreign investments or collaborations, if any: N.A.

Brief information of the Directors as required under Schedule V of the Companies Act, 2013

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel
1.	Background details along with the job profile and his suitability	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 th World Bridge Championships in Salsomaggiore, Italy. He has been President of the Bridge Federation of Asia & 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.	Mr. Gaurav 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.
2	Past remuneration	He was paid a total remuneration of ₹3.36 Crores in the Financial Year 2024-25.	He was paid a total remuneration of ₹3.11 Crores in the Financial Year 2024-25.

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel
3	Recognition or awards	In April 2022, Mr. Ashok Kumar Goel served as a Member of the Indian Team which won the Silver Medal at the 45 th World Bridge Championships in Salsomaggiore, Italy. He has been President of the Bridge Federation of Asia & 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.	-
4	Remuneration proposed	As stated above in Item no. 6 of the explanatory statement	As stated above in Item no. 7 of the explanatory statement
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Ashok Kumar Goel, the responsibilities shouldered by him, the remuneration drawn by him commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	Taking into consideration the size of the Company, the profile of Mr. Gaurav Goel, the responsibilities shouldered by him, the remuneration drawn by him commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
6	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	Mr. Ashok Kumar Goel has a pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Gaurav Goel as his father. Further, he currently holds 20,00,767 equity shares in the Company.	Mr. Gaurav Goel has a pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Ashok Kumar Goel as his son. Further, he currently holds 37,61,700 equity shares in the Company.

Other Information:

7	Reasons of loss or inadequate profits	The Company's operations and financial profits have been adversely impacted due to industry wise phenomena in the state of Uttar Pradesh on account of lower sugar cane yield, low sugarcane recovery, mainly caused by weather conditions and infestations of red rot diseases in sugarcane following the revision in ethanol Policy by government.	
8	Steps taken or proposed to be taken for improvement	The management is implementing a range of strategic and operational initiatives and intensive action for cane development activities for improvement of yield. Restriction now removed by government on use of sugarcane syrup/juice & B heavy molasses for ethanol production. The above factors will help the Company to enhance its profitability.	
9	Expected increase in productivity and profits in measurable terms	The management is positive on the strategic initiatives, including cane development activities and change in ethanol policy by government will help in improvements in margins due to a reduction in the cost of production leading to enhanced profitability for the Company. However, it is extremely difficult to forecast any profit figures under the uncertain situation.	

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

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

Place: New Delhi
Date: 16th May, 2025