

NOTICE TO SHAREHOLDERS

DHAMPUR SUGAR MILLS LIMITED

Notice is hereby given that the 87th (Eighty Seventh) Annual General Meeting ("AGM") of Dhampur Sugar Mills Limited ("the Company") is scheduled to be held on **Wednesday, 14th day of September, 2022 at 2:00 P.M. IST** through two-way Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

Item No. 1

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of Auditors thereon.

Item No. 2

To confirm the payment of Interim Dividend of ₹ 6.00 per Equity Share of ₹ 10 each as final dividend for the year ended 31st, March 2022.

Item No. 3

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

Item No. 4

Appointment/Re-appointment of Joint Statutory Auditors and to fix their remuneration:

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 and rules made thereunder, pursuant to the recommendation of Audit Committee and Board of Directors of the Company, the consent of the members be and is here by accorded for re-appointment of M/s TR Chadha & Co., Chartered Accountants, New Delhi (ICAI firm registration number 006711N/N500028) as Joint Statutory Auditors of the Company for a period of Five Years and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Ninety Second Annual General Meeting of the Company at a remuneration as may be decided by

the Company plus applicable taxes and re-imbursement of expenses incurred/ to be incurred on actual basis.

RESOLVED FURTHER THAT pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 and rules made thereunder, pursuant to the recommendation of Audit Committee and Board of Directors of the Company, the consent of the members be and is here by accorded for appointment of M/s Mittal Gupta & Co., Chartered Accountants, Kanpur (ICAI firm registration number 001874C) as Joint Statutory Auditors of the Company for a period of Five Years and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Ninety Second Annual General Meeting of the Company at a remuneration as may be decided by the Company plus applicable taxes and re-imbursement of expenses incurred/ to be incurred on actual basis.

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 resolutions."

Special Business:

Item No. 5

Payment of Remuneration to the Cost Auditors for the Financial Year 2022-23:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹ 2,00,000/- plus applicable taxes and re-imbursement of expenses incurred / to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, Meerut (U.P.) who was re-appointed as Cost Auditors of the Company for the Financial Year 2022-23 by the Board of Directors on the recommendation of Audit Committee of the Company.

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

Item No. 6**Invitation and Acceptance of Fixed Deposits from the Members and Public:**

To consider and if thought fit, to pass the following resolution as Ordinary 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 31st March, 2022 on such term and conditions as may be decided by 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 or desirable or expedient to give effect to the above resolution."

Item No. 7**Payment of Commission to Non- Executive Independent Director of Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the consent of the members be and is here by accorded to pay Commission to all the Non-Executive Independent Directors (except Managing Directors and Executive Directors) of the amount as may be decided by the Board, subject however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2021-22 , 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. 8**Re-Appointment of Mr. Ashok Kumar Goel as Chairman and Executive Director and to fix his remuneration:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") , Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), on the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Mr. Ashok Kumar Goel (DIN: 00076553) as Chairman and Executive Director of the Company for a period of 5 (Five) years with effect from 1st April 2023 till 31st March 2028.

RESOLVED FURTHER THAT the yearly remuneration and perquisites to be paid to Mr. Ashok Kumar Goel, Chairman and Executive Director, for a further period of 5 (Five) years with effect from 1st April 2023 are as under:

Remuneration:

Salary: With effect from 1st April 2023, ₹ 2,00,00,000/- (Rupees Two Crores only) per annum (In grade of 5% increase every year)

Perquisites:

Accommodation: Company owned/leased accommodation fully furnished for his residence/residence cum office - Deduction @ 10% of the salary or actual rent paid by the Company whichever is lower.

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

Medical: Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or five months' salary over a period of five years.

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

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

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

Others: (Not to be treated as perquisites).

Provident Fund: Employer's contribution to Provident Fund to the extent not taxable under the Income-Tax Act, 1961.

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

Conveyance: Company owned/leased Car to be provided for private purposes. Deduction of ₹ 1000/- per month for use of the Car.

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

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

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

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

Item No. 9

Re-Appointment of Mr. Gaurav Goel as Managing Director and to fix his remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Mr. Gaurav Goel (DIN: 00076111) as Managing Director of the Company for a period of 5 (Five) years with effect from 1st April 2023 till 31st March 2028.

RESOLVED FURTHER THAT the yearly remuneration and perquisites to be paid to Mr. Gaurav Goel, Managing Director, for a period of 5 (Five) years with effect from 1st April, 2023 as under:

Remuneration:

Salary: With effect from 1st April 2023, ₹ 2,00,00,000/- (Rupees Two Crores only) per annum (In grade of 5% increase every year)

Perquisites:

Accommodation: Company owned/leased accommodation fully furnished for his residence/residence cum office. Deduction @ 10% of the salary or actual rent paid by the Company whichever is lower.

Electric, Gas, Water and Furnishing: The actual expenditure on gas, electricity, water and furnishing the same shall be valued as per Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Managing Director.

Medical: Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or five months' salary over a period of five years.

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

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

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

Others: (Not to be treated as perquisites).

Provident Fund: Employer's contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961.

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

Conveyance: Company owned/leased Car to be provided for private purposes. Deduction of ₹ 1000/- per month for use of the Car.

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

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

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

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

Item No. 10

Increase In Remuneration of Ms. Ishira Goel:

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

"RESOLVED THAT pursuant to provisions of Sections 188(1) (f) of the Companies Act, 2013 (the Act) and other relevant applicable provisions of the Act, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers)

Rules, 2014, including any statutory modification (s) or re-enactment thereof for the time being in force, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors , the consent of members be and is hereby accorded for payment of remuneration of ₹ 3.00 lacs (Rupees Three Lakhs only) per month with 5 % increase every year to Ms Ishira Goel, Vice President 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. 11

Appointment of Mr. Anant Pande as Whole time 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 Section 161, 196,197,198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") , and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required, Mr. Anant Pande (DIN: 08186854), Chief Executive Officer be and is hereby appointed as Whole Time Director of the Company for a period from 27th July, 2022 upto 23rd June,2025.

RESOLVED FURTHER THAT the yearly remuneration and perquisites to be paid to Mr. Anant Pande is as under:

Remuneration:

Salary: ₹ 1,12,50,000/- (Rupees One Crores Twelve Lakhs Fifty Thousand only) per annum.

Perquisites:

Accommodation: House Rent Allowance i.e., 50% of Salary, ₹ 56,25,000/- (Rupees Fifty-Six Lacs Twenty-Five Thousand Only) per annum.

Medical Allowance: ₹ 15,000/- (Rupees Fifteen Thousand Only) per annum incurred for self and family.

Leave Travel Allowance: For self and family equal to one-month basic salary i.e., ₹ 9,37,500/- (Rupees Nine Lacs Thirty Seven Thousand and Five Hundred Only) per annum in accordance with the rules of the Company.

Bonus: ₹ 6996/- (Rupees Six Thousand Nine Hundred and Ninety Six Only) per annum.

Leave Encashment: Up to ₹ 9,37,500/- (Rupees Nine Lacs Thirty-Seven Thousand and Five Hundred Only) per annum in accordance with the rules of the Company.

Composite Allowances: ₹ 23,75,604/- (Rupees Twenty-Three Lacs Seventy Five Thousand Six Hundred and Four Only) per annum in accordance with the rules of the Company.

Provident Fund: Employer's contribution to Provident Fund @12% of basic salary i.e., ₹ 13,50,000/- (Thirteen Lacs Fifty Thousand Only) per annum.

One Time Joining Bonus: ₹ 75,00,000/- (Rupees Seventy Five Lacs)

Children's Education Allowance: ₹ 2400/- (Rupees Twenty Four Hundred Only) per annum

Annual Incentive: ₹ 60,00,000/- (Rupees Sixty Lacs) subject to the approval of Board of Directors or as delegated by the Board.

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

RESOLVED FURTHER THAT 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. 12

Appointment of Ms. Pallavi Khandelwal as Independent Director and Woman 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. Pallavi Khandelwal (DIN: 09685535), who was appointed as Non-Executive Independent Director and Woman (Additional) Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee w.e.f. 27th July, 2022 and holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and 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 her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director and Woman Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years from 27th July, 2022 up to 26th July, 2027.

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

Place: New Delhi
DIN: 00076553
Date: 27th July, 2022

NOTES:

I. GENERAL INFORMATION:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, and No. 2/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM") without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the Eighty Seventh Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on Wednesday, 14th September, 2022 at 02:00 P.M. (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at P.O. Dhampur, Dist. Bijnor - 246761.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect to the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto as Annexure 1.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map are not annexed to this notice.
4. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. As per the provisions of Clause 3 (A)(II) of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5 to 12 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

6. Brief Profiles under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment and re-appointment at the Eighty Seventh Annual General Meeting forms part of this notice.
7. In compliance with the MCA Circulars and SEBI Circular dated 13th May, 2022, Notice of the AGM alongwith the Annual Report 2021-22 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 2021-22 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.
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investordesk@dhampursugar.com.
 - 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 8th September 2022 to 14th September 2022 (both days inclusive).
11. Pursuant to Regulation 12 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and amendment thereto read with the SEBI Circular dated

April 20, 2018, all Companies are mandated to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

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

- a) The respective Depository Participants (DP) (in case of the shares held in Electronic mode) or;
 - b) Alankit Assignments Limited, Registrar and Share Transfer Agent, Unit Dhampur Sugar Mills Limited, 4E/2 Jhandewalan Extension, New Delhi- 110055, Email Id- rta@alankit.com (in case of the shares held in Physical mode)
12. Securities Exchange Board of India has, vide its notification No. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 has mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and also 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 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 Tuesday, 6th September, 2022 through email on investordesk@dhampursugar.com. The same will be replied by the Company suitably.

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

The remote e-voting period begins on Sunday, 11th September, 2022 at 09:00 A.M. and ends on Tuesday, 13th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 7th September, 2022, 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 7th September, 2022.

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"> 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 style="text-align: center; border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaket.associates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investordesk@dhampursugar.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investordesk@dhampursugar.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE 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 ATTENDING THE AGM THROUGH VC/OAVM 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 link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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@dhampursugar.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 Annual General Meeting.

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 7th September, 2022 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.

- II 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.
- III 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, only one of the joint holders may cast his vote.
- IV 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 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.

d) IEPF RELATED INFORMATION:

- 1. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred, on due dates, all unclaimed dividends up to the Financial Year 2012-13 to Investor Education and Protection Fund

("said Fund") established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company www.dhampursugar.com. Those Members who have not so far claimed their dividend are advised to address their claim to the Company.

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

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

Item No. 4

Appointment of Joint Statutory Auditors and to fix their remuneration:

The members are informed that pursuant to provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, Regulation 18 and Regulation 36(5) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the existing auditors i.e. M/s TR Chadha & Co., Chartered Accountants, and M/s Atul Garg & Associates, Chartered Accountants, Joint Statutory Auditors of the Company will retire at the conclusion of the forthcoming Annual General Meeting of the Company. It is further informed that M/s Atul Garg & Associates, Chartered Accountants have expressed their inability to continue as statutory auditors due to their other pre-occupations.

M/s TR Chadha & Co., Chartered Accountants, are eligible and have given their consent for re- appointment for another term of five years and certificate to the effect that they satisfy the criteria as prescribed in Section 141 of the Companies Act, 2013.

It is further informed that the Company has approached and received consent from M/s Mittal Gupta & Co. Chartered Accountants, Kanpur, to act as Statutory Auditors of the Company for a term of Five Years and certificate to the effect that they satisfy the criteria as prescribed in Section 141 of the Companies Act, 2013.

Based on the recommendation of Audit Committee, the Board of Directors at its meeting held on 29th May, 2022 approved the appointment of M/s TR Chadha & Co. and M/s Mittal Gupta & Co. as Joint Statutory Auditors of the Company for a term of five years from the conclusion of the ensuing Annual General Meeting until the conclusion of Ninety Second Annual General Meeting to be held in the year 2027. The appointment /re-appointment is subject to approval by the shareholders of the Company.

The proposed remuneration to be paid to M/s TR Chadha and Co. LLP, and M/s Mittal Gupta & Co. for audit services for the financial year ending March 31, 2023, is ₹ 15.00 Lakhs (Rupees Fifteen Lakhs) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services

and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the past performance, experience and expertise of M/s TR Chadha & Co. and M/s Mittal Gupta & Co. and based on the recommendation of the Audit Committee, it is proposed to appoint them as Joint Statutory auditors of the Company for a term of five consecutive years till the conclusion of the 92nd Annual General Meeting of the Company in terms of the aforesaid provisions.

Brief profile of Auditors :

T R Chadha & Co LLP- has history of over 76 years and PAN India presence with 11 Locations, the firm has been providing industry expertise to numerous multinationals as well as reputed Indian companies. The firm offer wide array of services spanning across Assurance services, Internal Audit & Risk Advisory, Direct & Indirect and international Taxation & Consultancy Services. The Firm LLP identification number is AAF-3926. TRC is registered with Public Company Accounting Oversight Board (PCAOB) U.S.A. and is authorised to conduct US GAAP Audits.

Mittal Gupta & Co, with history of over 40 years has been conducting Statutory Central Audit of Banks, Large Corporates and Government Companies. They also provides services in Income Tax, SEBI and Corporate Laws and Management and Financial Advisors.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

The Board recommends the Ordinary Resolution as set out at item no. 4 of the notice for approval by the Members.

Item No. 5

Payment of Remuneration to the Cost Auditor for the Financial Year 2022-23:

The Board of Directors in its meeting held on 29th May, 2022 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 2022-23 at a remuneration of ₹2,00,000/- per annum. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2022-23 by way of ordinary resolution is being sought from the members as set out at item no.5 of the notice.

The Board recommends the Ordinary Resolution as set out at 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 is, in anyway, concerned or interested, in the resolution set out at item no.5 of the notice.

Item No. 6

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

The Board in its meeting held on 29th May, 2022 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+ Stable (Single A PLUS) (Outlook: Stable)" for Fixed Deposits to the Company. It is proposed to authorise the Board or a committee thereof to negotiate and finalise 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. 6 of the notice.

The Board recommends the Ordinary Resolution 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

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 29th May, 2022, have recommended for the payment of Commission up to 1% of the Net Profits for the Financial year 2021-22 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. 7 of the notice.

The Board recommends the 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 of the Company or their relatives except Non-Executive Independent Directors i.e. Mr. Mahesh Prasad Mehrotra, Smt. Nandita Chaturvedi, Mr. Anuj Khanna, Mr. Yashwardhan Poddar and Mr. Satpal Kumar Arora, being recipient of the proposed commission are interested in this resolution.

Item No. 8

Re-appointment of Mr. Ashok Kumar Goel as Chairman and Executive Director and to fix his remuneration.

Mr. Ashok Kumar Goel was appointed as Chairman of the Company in the Board Meeting held on 4th May, 2022. He was appointed as Executive Director for a period of three years with effect from 1st April, 2020 to 31st March, 2023 which was approved by the shareholders in its meeting held on 2nd September, 2019. The term of Mr. Ashok Kumar Goel as Executive Director will end on 31st March, 2023. It is proposed to re-appoint him for another term of five years w.e.f 1st April, 2023.

It is informed that the Company has received a declaration from Mr. Ashok Kumar Goel, that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has also received his consent to continue to act as a Director.

Mr. Ashok Kumar Goel is the promoter of the Company and the Chairman on the Board. He has been affiliated with Dhampur and has served on the Board since 1969. Mr. Goel 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. 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 was a Member of the Indian Team which won the Silver Medal at the 45th World Bridge Championships, Salsomaggiore, Italy. He has been President of Bridge Federation of Asia & Middle East (BFAME) and Vice President of Asia Pacific Bridge Federation (APBF) from 2015 to 2019 and is President Emeritus of BFAME since 2019. The Company will need his vision and experience. Looking into these aspects it is proposed to re-appoint him as Chairman and Executive Director of the Company for another period of 5 (Five) years w.e.f. 1st April, 2023.

The Board of Directors of the Company (the "Board") at its meeting held on 29th May, 2022 have considered and recommended for the re-appointment of Mr. Ashok Kumar Goel considering recommendations of Nomination and Remuneration Committee.

The Board recommends the Special Resolution as set out at item no. 8 of the notice for approval by the Members.

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

Item No. 9

Re-appointment of Mr. Gaurav Goel as Managing Director and to fix his remuneration.

Mr. Gaurav Goel was re-appointed as Managing Director of the Company for a period of three years with effect from 1st April, 2020 to 31st March, 2023 which was approved by the shareholders in its meeting held on 2nd September, 2019. The term of Mr. Gaurav Goel as Managing Director will end on 31st March, 2023. It is proposed to re-appoint him for another term of five years w.e.f 1st April, 2023.

It is further informed that the Company has received a declaration from Mr. Gaurav Goel, that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also received his consent to continue to act as a Director.

Mr. Gaurav Goel is Promoter and Managing Director of the Company having experience of more than two decades in Sugar Industry and has been associated with Board since 1994. He is a Business Management Graduate from 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, Indian Sugar Mills Association and Indian Sugar Exim Corporation Ltd. He has been Chapter Chairman of Young Entrepreneurs Organization (YPO Delhi) and EO Delhi. He is also the Chairman of the Green Sugar Summit held by CII.

The Board of Directors of the Company (the "Board") at its meeting held on 29th May 2022 have considered and recommended for the re-appointment of Mr. Gaurav Goel considering recommendations of Nomination and Remuneration Committee.

The Board recommends the special resolution as set out at item no. 9 of the notice for approval by the Members.

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

Item No. 10.

Increase in remuneration of Ms. Ishira Goel

Ms Ishira Goel was appointed as General Manager of the Company at a remuneration of ₹ 1.00 Lakhs per month by the Board of Directors in its meeting held on 31st October, 2018 based on the recommendation of Nomination and Remuneration Committee.

The Board of Directors has approved the elevation of Ms. Ishira Goel to the position of Vice President and increase in remuneration to ₹ 2.50 lakhs (Rupees Two Lakhs Fifty Thousand Only) for the period from 1st June, 2022 till 30th September, 2022 and thereafter ₹ 3.00 Lakhs (Rupees Three Lakh Only) per month with 5% increase every year, based on the recommendations of Nomination and Remuneration Committee and Audit Committee.

The increase in remuneration to ₹ 3.00 Lakhs per month requires approval of members of the Company as Ms. Ishira Goel is relative of Mr. Gaurav Goel, Managing Director of the Company, in terms of provisions of Section 188 (1) (f) of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The Board recommends the Ordinary resolution as set out at item no. 10 of the notice for approval by the Members.

Item No. 11.

Appointment of Mr. Anant Pande as Whole time Director of the Company

Mr. Anant Pande was appointed as Chief Executive Officer of the Company w.e.f 1st July, 2022 in the Board Meeting held on 29th May, 2022. Now it has been proposed to appoint him as Whole time Director of the Company for a period from 27th July, 2022 upto 23rd June, 2025.

The Company has received a declaration from Mr. Anant Pande, stating that he is not disqualified from being appointed

as a Director in terms of Section 164 of the Act and has also received his consent to act as a Director.

Mr. Anant Pande is a graduate B.E. (Hons) Chemical and M.Sc. (Hons) Chemistry having work experience of more than 35 years. He has been associated with various chemical industries in India and abroad like Jubilant Ingrevia Ltd. (formerly known as Jubilant Life Sciences Ltd.) , Atul Ltd., Aditya Birla group, Continental Carbon India and Indo Greenfuel Pvt. Ltd. He was leading overall Operations for Jubilant Ingrevia Ltd. as the President and Chief of Operations and leading Manufacturing Operations of Jubilant Generics Ltd as well. Prior to joining Jubilant, he also worked for Atul Ltd., Aditya Birla group in different geographies and businesses like Carbon Black (in India & Egypt) and Vegetable oils (Malaysia & Philippines). Continental Carbon India Ltd. (CCIL) as Chief Executive – Operations.

The Board of Directors of the Company (the "Board") at its meeting held on 27th July, 2022 have considered and recommended for the appointment of Mr. Anant Pande considering recommendations of Nomination and Remuneration Committee.

The Board recommends the Special Resolution as set out at item no.11 for approval of the members.

None of Directors or Key Managerial Personnel except Mr. Anant Pande himself is interested in this resolution

Item No. 12

Appointment of Ms. Pallavi Khandelwal as Independent Director and Woman 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 has proposed the appointment Ms. Pallavi Khandelwal (DIN: 09685535) to be appointed as an Independent Director and Woman Director on the Board of the Company.

The appointment of Ms. Pallavi Khandelwal shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Pallavi Khandelwal for the office of Directors of the Company respectively. Ms. Pallavi Khandelwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as Director. The Company has received the declaration from her that she meets 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, she fulfills the conditions for her appointment as an Independent Director and Woman Director as specified in the Act and the Listing Regulations.

The Board recommends the Special Resolution as set out at the Item no. 12 of the notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Pallavi Khandelwal is in any way, concerned or interested, in the resolutions set out in item no. 12 of the notice relating to the appointment as Non-Executive Independent Director and Woman Director .

Brief Profiles of Directors as required under regulation (3) of Regulation 36 and of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment in Annual General Meeting.

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel	Mr. Anant Pande	Ms. Pallavi Khandelwal
1.	Date of Birth	01.05.1946	24.09.1973	22.03.1963	03.04.1978
2.	Date of Appointment/ Reappointment	15.03.1969	04.04.2007	27.07.2022	27.07.2022
		01.04.2020	01.04.2020		
3.	Educational Qualification	Graduate	Graduate	Graduate	Graduate
4.	Experience and Expertise in specific functional Areas	Mr. Ashok Kumar Goel is the promoter of the Company and the Chairman on the Board. He has been affiliated with Dhampur and has served on the Board since 1969. Mr. Goel 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. 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 was a Member of the Indian Team which won the Silver Medal at the 45th World Bridge Championships, Salsomaggiore, Italy. He has been President of Bridge Federation of Asia & Middle East (BFAME) and Vice President of Asia Pacific Bridge Federation (APBF) from 2015 to 2019 and is President Emeritus of BFAME since 2019. with the Company as a Promoter Director since 1969.	Mr. Gaurav Goel is Promoter and Managing Director of the Company having experience of more than two decades in Sugar Industry and has been associated with Board since 1994. He is a Business Management Graduate from 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, Indian Sugar Mills Association and Indian Sugar Exim Corporation Ltd. He has been Chapter Chair of Young Entrepreneurs Organization (YPO Delhi) and EO Delhi. He is also the Chairman of the Green Sugar Summit held by CII.	Mr. Anant Pande, Chief Executive Officer of the Company. He is B.E. (Hons) Chemical & M.Sc. (Hons) Chemistry. He has over 35 years of experience. In the past, he has worked with the Aditya Birla Group, Indo Greenfuel Private Limited, Continental Carbon India Limited and Atul Limited.	Ms. Pallavi Khandelwal has experience of 24 years. She is an Entrepreneur Art Consultant, provides art consultancy services to major architects, interior designers, and Corporates. She is part of Foundation for Indian Contemporary Art (FICA), a non-profit organization.
5.	List of other public Limited Companies in which directorships held.	a) Goel Investments Limited. b) RKBK Limited	a) Goel Investments Limited b) Mangalam Cement Limited c) Indian Sugar Exim Corporation Limited d) Saraswati Properties Limited	NIL	NIL
6.	Name of the listed entities from which the person has resigned in the past three years	NIL	NIL	a) Jubilant Pharmova Limited b) Jubilant Ingrevia Limited	NIL

Sr. No.	Particulars	Mr. Ashok Kumar Goel	Mr. Gaurav Goel	Mr. Anant Pande	Ms. Pallavi Khandelwal
7.	Chairman/Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee - Chairman	a) Audit Committee – Member b) Stakeholders Relationship Committee – Member c) Risk Management Committee -Chairman d) Corporate Social Responsibility Committee - Member	NIL	NIL
8.	Chairman/Member of the Committees of the Board of Directors of other Companies.				
a)	Audit Committee	N.A.	Mangalam Cement Ltd.	N.A.	N.A.
b)	Stakeholder Relationship	N.A.	Mangalam Cement Ltd.	N.A.	N.A.
9.	No- of Equity Shares held in the Company	55384	2,016,904	NIL	NIL
10.	Number of Board Meetings attended during the year.	8	8	N.A.	N.A.
11.	Terms and Conditions of appointment /re-appointment along with remuneration sought to be paid.	Refer item no. 7	Refer item no. 8	Refer item no. 9	As per the Nomination and, Remuneration Policy of the Company as displayed on the Company's website.
12.	Remuneration last drawn	For remuneration details please refer Corporate Governance Report.	For remuneration details please refer Corporate Governance Report.	N. A	N. A
13.	Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Gaurav Goel - Son	Mr. Ashok Kumar Goel- Father	N.A.	N.A.
14.	In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	NA	NA	NA	Ms. Pallavi Khandelwal has experience of 24 years. She is an Entrepreneur Art Consultant, provides art consultancy services to major architects, interior designers, and Corporates. She is part of Foundation for Indian Contemporary Art (FICA), a non-profit organization.

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

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

Place: New Delhi
Date: 27th July, 2022

