



DHAMPURE SPECIALITY SUGARS LIMITED

WWW.DHAMPURGREEN.COM, CIN: L24112UP1992PLC014478

Regd. Office: Village Pallawala, Tehsil- Dhampur, Bijnor , Uttar Pradesh-246761

Corp. Office: 24, School Lane, Near World Trade Center, New Delhi-110001

Tel: +91-11- 23711223, 23711224, E-mail: cs@dhampurgreen.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Dhampur Speciality Sugars Limited will be held on Thursday, 7th March, 2024 at 1:30 P.M. (IST) at Village Pallawala, Tehsil Dhampur, Bijnor, Uttar Pradesh- 246761 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUANCE OF WARRANT CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules there under and in accordance with the Memorandum and Articles of Association of the Company, listing agreements entered into by the company with the stock exchange where the company shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**SEBI ICDR Regulations**”) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted the Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 8,00,000 (Eight Lakh) Convertible Warrant (“**Warrants**”) with each warrant convertible into 1 (One) fully paid up Equity Share of the company of the Face Value of Rs. 10/- (Indian Rupee Ten Only) each at a price of Rs.92/- (Indian Rupees Ninety-Two Only) including premium of Rs. 82/- (Indian Rupees Eighty-Two Only) each determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the promoter and promoter group category, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date. The details of the proposed allottees are as follows:





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<u>S. No.</u>	<u>Name of Proposed Allotees</u>	<u>Category</u>	<u>Maximum number of Warrants to be allotted</u>
1.	Mr. Sorabh Gupta	Promoter	200000
2.	Mrs. Reena Gupta	Promoter	200000
3.	Ms. Ananya Gupta	Promoter and Promoter Group	200000
4.	Mr. Shrey Gupta	Promoter and Promoter Group	200000
Total			800000

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants calculated in accordance with the SEBI (ICDR) Regulations, 2018 on the “Relevant Date” in relation to the conversion of every warrant into One Equity shares, and the Relevant date as under:

- 800000 warrants of Rs. 10/- each shall be convertible into 800000 Equity shares of the Face Value of Rs. 10/- each on payment of aggregate price including premium of Rs.92/- (Rupees Ninety-Two Only) on the following terms and conditions;
- Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holders at any time within the period of 18 month from the date of allotment of warrants in accordance with the SEBI(ICDR) Regulations, 2018 as amended from time to time;
- The Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI (ICDR) Regulations, 2018, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrants exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;
- The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter- alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;





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RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of warrants shares arising on conversion of warrants is 6th February, 2024 which is 30 (Thirty) days prior to the date of the Members meeting to be held on 7th March, 2024.

RESOLVED FURTHER THAT the equity share so issued on conversion of warrant shall upon allotment have the same right of voting as the existing equity shares and be treated for all other purpose *pari passu* with the existing equity shares of the company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent year.

RESOLVED FURTHER THAT the company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) For admission of the new equity shares to be issued upon conversion of warrant on preferential basis.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect and in particular to settle any question, difficulty or doubt that may arise with regard to offer, issue, allotment and utilization of the issue proceeds of the Equity shares as it may in its absolute discretion deem fit and proper, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

**By order of the Board
For Dhampur Speciality Sugars Limited**

Date: 9th February, 2024

Place: New Delhi

**SD/-
Aneesh Jain
Company Secretary
M. No.: ACS58448**





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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days ‘written notice is given to the Company.
3. The corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Instrument of Proxy in Form MGT-11 (“Proxy Form”) prescribed under the Companies (Management and Administration) Rules, 2014 (as amended) pursuant to Section 105(6) of the Companies Act, 2013, is attached with this notice.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the aforesaid MCA circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
6. The record date (cut-off date) to identify the members eligible to participate and cast their vote is 29th February , 2024.
7. The Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the EGM Notice.





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8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
9. Members are requested to notify change of address, if any, with pin-code to the Company or to Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
10. The Company has designated an exclusive Email ID cs@dhampurgreen.com which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.
11. The Securities and Exchange Board of India (“SEBI”) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish a copy of the Permanent Account Number (“PAN”) to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. The Members may please take a note of the same.
12. All relevant documents referred in the EGM Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M. to 5.00 P.M.) on all working days upto the date of EGM of the Company and shall also be available at the meeting.
13. A Route Map showing direction to reach the venue of EGM is given in the EGM Notice as per the requirement of the Secretarial Standard-2 on the General Meeting (as amended).
14. To Support ‘Green Initiative,’ the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through e-mail, wherever the email addresses are available; and through other modes of services where e-mail addresses have not been registered. Accordingly, the Members are requested to support this initiative by registering their e-mail addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company’s Registrar and Transfer Agent, MAS Services Limited having registered address at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 in case, the Member wishes to receive a physical copy of the said documents, such Member is requested to send an email duly quoting his/her DP ID and Client ID or the Folio number, as the case may be, to cs@dhampurgreen.com. The Members may also note that the said notice is also being uploaded on the website of the Company at www.dhampurgreen.com.
15. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility





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by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, the Notice of the EGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and to others through other modes
17. The Company has appointed Mrs. Uma Verma, Practicing Company Secretary (M.No: FCS 41116, CP No: 18283) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
18. A statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the special business of the notice is annexed hereto.
19. Members are requested to -
 - i. intimate to the DP, changes if any, in their names, registered addresses, e-mail address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.
 - ii. intimate to the Company's RTA, changes if any, in their names, registered addresses, e-mail address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in physical form (share certificates).
 - iii. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - iv. dematerialize their Physical Shares to Electronic Form (Demat) as, in terms notification dated 10th September, 2018, Ministry of Corporate Affairs has notified Amendment to the Companies (Prospectus and Allotment of Securities) Rules, 2014, securities of public companies can be transferred only in dematerialized form with effect from 2nd October, 2018 except in case of request received for transmission or transposition of securities. Dematerialization of shares would help to eliminate risks associated with Physical Shares. Members can contact Registrar and Transfer Agents viz., MAS Services Limited, New Delhi (Tel. No. +91 11 26387281/82/83) for assistance, if any, in this regard.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in the physical form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 4th March 2024 at 9:00 A.M. and ends on 6th March, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting





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thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 29th February, 2024, may cast their vote electronically. The voting right of the shareholders shall be in proportion to their share in the paid-up equity share capital as on the cut-off date, being 29th February, 2024.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and for Individual shareholders holding securities in demat mode

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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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





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	<p>under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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/loginor or www.cdslindia.com and click on New System Myeasi. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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.





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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.: 18001020990 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 +91 22-23058738 or +91 22-23058542-43.

1) Login Method 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*****.





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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***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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.





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9. After you click on the “Login” button, Home page of e-Voting will open.

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 cs.umaverma@gmail.com with a copy marked to evoting@nsdl.co.in.
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.: 18001020990 and 1800224430 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in.

Process for those shareholders whose e-mail 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 registered your email id with RTA procedure as given above.
2. In case shares are held in demat mode, please generate password procedure as given in e-voting instruction.
3. 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 ATTENDING THE EGM

1. Members can opt for only one mode of voting i.e. either by Physical Ballot or E-Voting. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through Physical Ballot will be treated as invalid.
2. The facility for voting through the Polling Paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by E-Voting shall be able to exercise their right at the meeting





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3. The member who cast their vote by E-Voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman, who shall countersign the same.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.
5. Mrs. Uma Verma, Practicing Company Secretary (M. No: FCS 41116 and CP No. 18283) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dhampurgreen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

**By order of the Board
For Dhampur Speciality Sugars Limited**

Date: 9th February, 2024

Place: New Delhi

SD/-

**Aneesh Jain
Company Secretary
M. No. ACS 58448**





DHAMPURE SPECIALITY SUGARS LIMITED

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

Item No. 1: Issue of Convertible Equity Warrants on preferential basis to Promoter and Promoter Group

The Company proposes to raise additional capital up to an aggregate sum of Rs. 7,36,00,000/- (Indian Rupees Seven Crore Thirty-Six Lakh Only) of which such number of share warrants, convertible into the equity shares having face value of Rs. 10/- (Indian Rupees Ten Only) at an issue price of Rs. 92/- (Indian Rupees Ninety-Two Only) including premium per share warrant convertible into Equity Share, is proposed to be issued by way of Convertible warrants through Preferential Issue to the promoter and promoter group.

The proposed issue of capital is subject to the applicable regulations issued by SEBI and any other government / regulatory approvals, consent, permission as may be required in this regard. Pursuant to Section 62 of the Companies Act, 2023 and the listing requirements of the Stock Exchange, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

In order to enable the Company to access the capital market through a preferential basis, the approval of the Members is hereby sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI Listing Regulations, as amended from time to time.

The Board of Directors in their meeting held on 9th February, 2024 subject to the necessary approvals, have decided to issue and allot up to 8,00,000 (Eight Lakh) convertible equity warrants (‘Warrants’) at a price of Rs. 92/- (Indian Rupees Ninety-Two Only) including premium per warrant aggregating to Rs. 7,36,00,000/- (Indian Rupees Seven Crore Thirty-Six Lakh Only) to the promoter and promoter group.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and as per Companies Act, 2013:

1. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:

The Board of Directors at its meeting held on 9th February, 2024, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants up to 8,00,000 (Eight Lakh) Convertible Equity Warrants at a price of Rs. 92/- (Indian Rupees Ninety-Two Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto Rs.7,36,00,000/- (Indian Rupees Seven Crore Thirty-Six Lakh -Only) to the promoter and promoters group namely Mr. Sorabh Gupta, Mr. Shrey Gupta, Mrs. Reena Gupta and Mrs. Ananya Gupta on a preferential basis.





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2. Maximum number of specified securities to be issued:

The Board of Directors in their meeting held on 9th February, 2024, had approved the proposal of making preferential allotment of 8,00,000 (Eight Lakh) Convertible Equity Warrants to Mr. Sorabh Gupta, Mr. Shrey Gupta, Mrs. Reena Gupta and Mrs. Ananya Gupta (“Promoter and Promoter Group”) at a price of Rs. 92/- (Indian Rupees Ninety-Two Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto Rs. 7,36,00,000/- (Indian Rupees Seven Crore Thirty-Six Lakh Only). The above said price is arrived at in accordance with the Chapter V of ICDR Regulations read with SEBI Circular dated 1st July, 2020 (“Issue Price”) and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid-up Equity Shares of the Company of Rs. 10/- (Rupees Ten) each.

3. Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes and working capital requirement. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital in the company. The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of capital expenditures, working capital requirements, investment in technology and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

Utilization of Gross Proceeds:

The intended use of the gross Proceeds Issue is as under:

<u>Sr. No.</u>	<u>Particulars</u>	<u>Total estimated amount to be utilized (Rs. In Lakhs) *</u>	<u>Tentative timeline for utilization of funds</u>
1	Issue Related Expenses	06 Lakh	Within 12 months from receipt of funds for the Warrants (as set out herein)
2	General Corporate Purpose	10 Lakh	
3	Working Capital Requirements	20 Lakh	
4	Capital Expenditure	700 Lakh	

**considering 100% conversion of Warrants into Equity Shares within the stipulated time*

Schedule of Implementation and Deployment of Funds:

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company’s business requirements and availability of issue proceeds.





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Interim Use of Proceeds:

Our management will have flexibility in deploying the proceeds received by the Company from Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, the Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by the Board of Directors from time to time and applicable laws.

Monitoring of Utilization of Funds:

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

4. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is 06th February, 2024, ("Relevant Date") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 7th March, 2024) to approve the proposed preferential issue.

5. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company is listed on BSE Limited ("BSE") the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on BSE during the preceding 10 trading days prior to the Relevant Date for computation of issue price.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 91.02/- on preceding the relevant date and the price per warrant to be issued is fixed at Rs. 92/- (Indian Rupees Ninety-Two Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the relevant date, it is not required to re-compute the price per share warrant to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations, 2018 as amended as on date.





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6. Report of independent registered valuer:

No report of the Registered Valuer is required for the offer, issue and allotment of the warrant convertible into fully paid-up Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

However, in accordance with Regulation 166A of the ICDR Regulations, considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the company has obtained valuation report dated 09th February, 2024 from an independent registered valuer by CA Gaurav Jain, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2021/13914 having office at 1511, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034, and the price determine by such Independent registered valuer is Rs. 91.02/- (Rupees Ninety-One and Two Paise Only). (“Valuation Report”).

7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

The Convertible Equity Warrant shall be issued to Mr. Sorabh Gupta, Promoter and Managing Director, Mrs. Reena Gupta, Mr. Shrey Gupta and Ms. Ananya Gupta, Promoters/promoters Group.

They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

8. Timeframe within which the allotment shall be completed:

The warrants convertible into equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Member’s approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

9. Equity Shareholding Pattern before and after the Preferential Issue:

S.No.	Category	Pre-Issue#		Post Issue*	
		No. of Share Held	% of Share Holding	No. of Share Held	% of Share Holding
A.	“Promoter “holding				
	1. Indian				
	Individual	4462508	56.27	5262508	60.27
	Body Corporate	Nil	Nil	Nil	Nil





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	Sub Total	4462508	56.27	5262508	60.27
	2. Foreign promoter	Nil	Nil	Nil	Nil
	Sub Total (A)	4462508	56.27	5262508	60.27
B.	Non-promoter holding -				
	1. Institutional Investor	Nil	Nil	Nil	Nil
	2. Non-Institutional				
	Body Corporate	104191	1.31	104191	1.19
	Resident Individuals holding nominal share capital upto Rs. 2 lakhs	1971084	24.85	1971084	22.58
	Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	1300897	16.40	1300897	14.90
	Non-Resident Indians	29686	0.38	29686	0.34
	Any other	62834	0.79	62834	0.72
	Sub Total (B)	3468692	43.73	3468692	39.73
	Grand Total (A+B)	7931200	100.00	8731200	100.00

Pre – Issue Shareholding Pattern as on 2nd February, 2024.

* The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Not Applicable

11. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

<u>S. No.</u>	<u>Name of the Proposed Allottees</u>	<u>Pre- issue status of the allottee's</u>	<u>Pre- issue share holding</u>	<u>Pre- issue Share holding (%)</u>	<u>No. of warrants to be allotted</u>	<u>Post issue Share holding (Including proposed allotment + pre</u>	<u>Post issue Share holding (%) #</u>	<u>Post issue status of the allottee's</u>
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						<u>share holding)</u>		
1.	Mr. Shrey Gupta	Promoter Group	105295	1.33	200000	305295	3.50	Promoter Group
2.	Mrs. Reena Gupta	Promoter	692250	8.73	200000	892250	10.22	Promoter
3.	Ms. Ananya Gupta	Promoter Group	59550	0.75	200000	259550	2.97	Promoter Group
4.	Mr. Sorabh Gupta	Promoter	3511813	44.28	200000	3711813	42.51	Promoter

#The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. The pre-issue shareholding pattern is as on 2nd February, 2024.

12. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

<u>S. No</u>	<u>Name of the Proposed Allottees</u>	<u>Current Status</u>	<u>Post Status</u>
1.	Mr. Sorabh Gupta	Promoter	Promoter
2.	Mrs. Reena Gupta	Promoter	Promoter
3.	Ms. Ananya Gupta	Promoter Group	Promoter Group
4.	Mr. Shrey Gupta	Promoter Group	Promoter Group

13. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the warrants Convertible into Equity Shares.

14. Undertaking as to re-computation of price and lock-in of specified securities:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No allotment made during the year.

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:





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Not Applicable

17. Lock-in period:

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the Chapter V of SEBI(ICDR) Regulations, 2018.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI(ICDR) Regulations, 2018.

18. Listing:

The Company will make an application to BSE Limited at where the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank-pari passu with the then existing Equity Shares, in all respects, including voting rights and dividend.

19. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Mr. Sorabh Gupta, Promoter and Managing Director, Mrs. Reena Gupta, Mr. Shrey Gupta and Ms. Ananya Gupta belongs to Promoters Group as on date of this EGM Notice. Further, upon the issuance and allotment of the warrants, they will continue to be categorized members of the Promoter and Promoter group.

20. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

21. Practicing Company Secretary Certificate:

A certificate from Mrs. Uma Verma (FCS No: 41116, CP No: 18283), Practicing Company Secretary, certifying that the preferential issue of warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: www.dhampurgreen.com.

22. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable

23. Other disclosures/undertaking

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful





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defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.

- ii. None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- v. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- viii. The proposed allottees, promoter and promoter group has not sold any of the equity shares during 90 trading days preceding the relevant date;
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- X. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the company during the last one year;
- Xi. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this EGM Notice.





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The Board believes that the proposed issue of warrants is in the best interest of the Company and its Members and therefore recommends the item mentioned in Item No. 1 to be approved by a Special Resolution.

**By order of the Board
For Dhampur Speciality Sugars Limited**

Date: 9th February, 2024

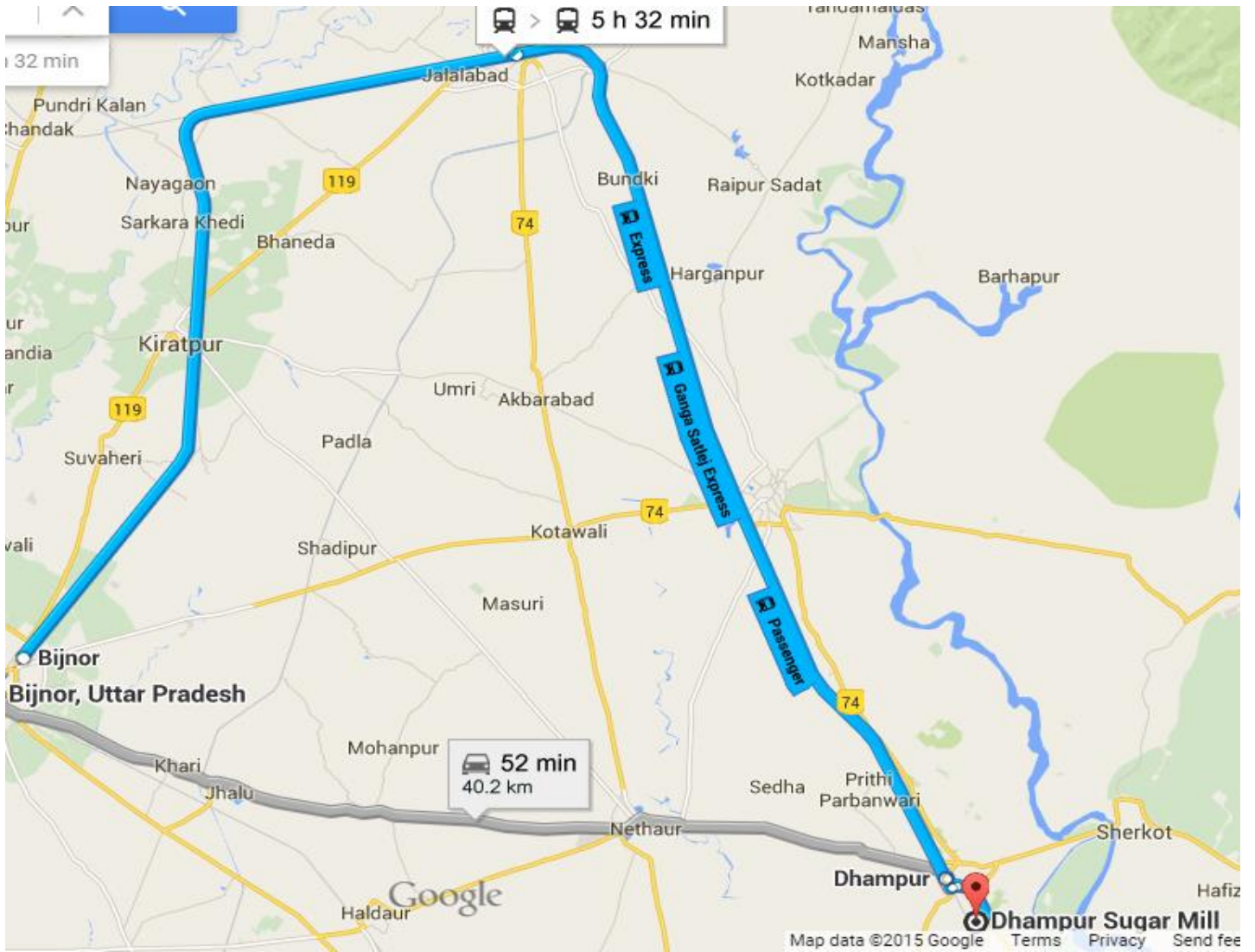
Place: New Delhi

SD/-

**Aneesh Jain
Company Secretary
M.No. ACS 58448**



Route Map of Extra-Ordinary General Meeting



DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteah Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L24112UP1992PLC014478

Name of the Company: DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteah Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

Website: www.dhampurgreen.com

Name of the Member (s) :

Registered address :

E mail id :

Folio No. / Client Id:

DP ID:

I / We, being the member(s) of _____ Equity Shares of DHAMPURE SPECIALITY SUGARS LIMITED, hereby appoint

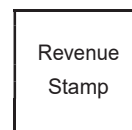
1. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ , or failing him / her
2. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ , or failing him / her
3. Name : _____
 Address : _____
 E-mail Id : _____
 Signature: _____ , or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on **Thursday the 07th day of March , 2024 at 01.30 P.M (IST)** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the EGM Notice convening the meeting, as are indicated below:

Resolution No	Description
1	Issuance of warrant convertible into Equity Shares On Preferential Basis To The Promoter And Promoter Group

Signed this day of 2024

Signature of Proxy Holder(s)..... Signature of Shareholder.....



Notes:

- (1) The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.
- (2) A proxy need not be a Member of the Company

DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteh Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

CIN: L24112UP1992PLC014478

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

DP Id****		Folio No.	
Client Id****		No of Shares	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company being held on Thursday the **07th day of March 2024 at 01.30 p.m. at Plot Villageteh Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761**

- Name(s) of the Member : 1. Mr./Ms.
and Joint Holder(s) 2. Mr./Ms.
(in block letters) 3. Mr./Ms.
- Address:
- Father's/Husband's
Name (of the Member) : Mr
- Name of Proxy: Mr./Ms.

1.

2.

3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

- Please complete the Attendance slip and hand it over at the Registration Counter at the venue.
- **** Applicable for Investors holding Shares in electronic form.