



DHAMPURE SPECIALITY SUGARS LIMITED

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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 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Members of Dhampur Speciality Sugars Limited will be held on Saturday, 30th September, 2023 at 01:30 P.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2023, together with the report of Directors and Auditors thereon.
2. To re-appoint Mrs. Praveen Singh (DIN: 07145827) who retire by rotation and being eligible, offer herself for the re-appointment.

SPECIAL BUSINESS

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

To Re-Appoint Mr. Sorabh Gupta (DIN: 00227776) as the Managing Director as per the terms of appointment of the Company.

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sorabh Gupta (DIN: 00227776), as Managing Director of the Company for a period of Three years commencing from 01st October, 2023 to 30th September, 2026 on remuneration and other terms and condition details of which given in explanatory statement annexed hereto.

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorized to revise/increase the remuneration of Mr. Sorabh Gupta from time to time to the extent the Board of Directors may deem appropriate, provided that such revision/increase is within the overall limits of the managerial remuneration as





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prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT if the Company has no profit or inadequate profits, the remuneration as set out in the explanatory statement annexed hereto shall also be the minimum remuneration payable to Mr. Sorabh Gupta, pursuant to the applicable provisions of Section 197 of the Companies Act, 2013 read with Schedule V and any other enabling provisions of the Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines there under."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Managing Director as it may deem fit and proper."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

Addition of Object Clause of Memorandum of Association of the Company (new sub-clause 5 after the sub-clause 4 of the Clause III(A) of the main objects of the Company):

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

- A. The existing Main Objects of Clause III (A) shall remain same and new sub-clause 5 be added as follows:

"5. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or Agents or as keepers or dealers in all kinds of FMCG eatable products either durable or non-durable goods including but not limited to dairy products any by-products or co-products thereof, agriculture products, Horticulture and Poultry products, fruits and vegetables product,





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meat and meat products, cereals, beverages, candies, dry goods, sweets, biscuits, bread and other snacks, poultry products, Proteins and other supplemental products."

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out if required.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution."

5. To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

Adoption of Memorandum of Association as per provisions of Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members of the company be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging and replace appropriate and relevant incidental objects of the Memorandum of Association, mentioned under Clause III(B) 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III(B) of the Memorandum of Association of the Company, be renamed as under:

Clause III(B)–MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:





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RESOLVED FURTHER THAT Existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 30 be and is hereby stands deleted and inserted by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the sub-clause no. 1 to 54

RESOLVED FURTHER THAT the existing clause III(C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a Special Resolution:

Adoption of Articles of Association as per the provisions of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further





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consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board

For Dhampur Speciality Sugars Limited

SD/-

Aneesh Jain

Company Secretary

Date: 31st August ,2023

Place: New Delhi





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NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), MCA Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the special business of the notice is annexed hereto.
3. A statement giving relevant details of the directors seeking appointment/ reappointment of the Directors, is annexed herewith as Annexure-I.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mrs. Uma Verma, Practicing Company Secretary (FCS No. 41116, CP No. 18283) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the





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Scrutinizer by email through its registered email address to cs.umaverma@gmail.com with a copy marked to evoting@nsdl.co.in

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. 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.
9. 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 AGM. 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. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@dhampurgreen.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves





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the right to restrict the number of speakers depending on the availability of time for the AGM.

11. The Registers of Members and Share Transfer Books of the Company will remain closed from **Sunday, September 24, 2023 to Saturday, September 30, 2023** (both days inclusive) for the purpose of annual closure of books.

12. Members are requested to -

- i. intimate to the DP, changes if any, in their names, registered addresses, email 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, email 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 Government of India, 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 Ltd. New Delhi (Tel. No. 011 26387281/82/83) for assistance, if any, in this regard.

12. In compliance with the aforesaid MCA circulars, the Notice of the AGM along with the Annual Report 2022- 23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2022-23 are available on the website of the Company at www.dhampurgreen.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will





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also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).

13. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
14. 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 physical form.
15. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-2023 and login details for e-voting.

Physical Holding

Please register your email id , mobile number , PAN , Bank detail and nomination to RTA. (to register the same you can download form ISR1-, SH13, ISR2 from website of RTA i.e. www.masserv.com).

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

16. In compliance with the aforesaid MCA Circulars, Notice of the AGM alongwith the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves





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registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website:- www.dhampurgreen.com, and on the website of NSDL <https://www.evoting.nsdl.com>.

17. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. **Saturday, September 23, 2023**, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com
18. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
19. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
20. Shareholders of the Company are informed that pursuant to the provisions of the Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2015-16 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2016-17 to 2021- 22 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.





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In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>.

21. The Company will to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DP's, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.





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The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

22. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 22-23 does not exceed Rs.5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

23. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice), the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 31st Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Saturday, September 23, 2023** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.





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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on Wednesday, September 27, 2023 at 9:00 A.M. and ends on Friday, September 29, 2023 at 5:00 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. Saturday, September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 23, 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	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.nsdl.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



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	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is 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</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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/login or www.cdslindia.com and click on New System Myeasi.</p>



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	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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	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 or joining virtual meeting & voting during the meeting.



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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

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





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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:

- 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



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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.





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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 General 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 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.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in





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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 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.





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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/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 General 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. Shareholders who would like to express their views/have questions may send their questions on or before 13/07/2023 in advance mentioning their name demat account number/folio number, email id, mobile number at cs@dhampurgreen.com or accounts@dhampurgreen.com. The same will be replied by the company suitably.





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General Instructions

- i. 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 AGM through ballot paper.
- ii. Mrs. Uma Verma, Practicing Company Secretary (Membership No. FCS-41116& 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.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC/OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, 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.
- v. The Results declared alongwith 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

SD/-

**Aneesh Jain
Company Secretary**

**Date: 31st August, 2023
Place: New Delhi**





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EXPLANATORY STATEMENT PURSUENT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

In conformity with the provisions of Section 102(1) of the Companies Act, 2013 the following explanatory statement which sets out the material facts relating to the Special Business under item No. 3 to 6 of this notice are taken as forming part of the Notice.

ITEM No. 3

The Board of Directors on the recommendation of the Nomination & Remuneration Committee in its meeting held on **August 31, 2023** re-appointed Mr. Sorabh Gupta as Managing Director of the Company for a further term of three years effective from 1st day of October, 2023 with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The increment as and when approved by the Board shall be merit based and will take into account the performance of Mr. Sorabh Gupta and as well as that of the Company. However, members would also be notified the exact details of any such increase in the general meeting.

The gross remuneration shall be categorized as follows:

1.	Basic Salary	30,00,000 p.a. payable on monthly basis.
2.	Perquisites, Allowances and Benefits	<p>I Club Fees: Fees of clubs subject to a maximum of two clubs.</p> <p>II Car: Provision for use of Car for Company's business purposes and partly for personal or private purposes.</p> <p>III Telephone: Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bear personal long distance calls.</p> <p>IV Entertainment Expenses: Re-imbursement of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.</p>

The appointment may be terminated either by the Company or by Mr. Sorabh Gupta by giving 3 (three) months' notice in writing to the other party or the payment of salary in lieu thereof.

The other terms and Conditions as to the appointment of Mr. Sorabh Gupta are, inter alia, and briefly mentioned as under:





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1. Mr. Sorabh Gupta shall manage the business and affairs of the Company and exercise such power as are vested in him as the Managing Director, subject to, supervision and control of the Board of Directors, any limitation or conditions which may be prescribed by the act or the provisions of Memorandum and / or Articles of Association of the Company or by the Company in the General Meeting.

2. The Managing Director of the Company shall devote his whole time and attention to the business of the Company and shall use his endeavour to promote the interest and welfare, excluding cases where he is appointed or nominated as a Director's on the Board of any of the Company's subsidiaries, Joint Ventures and other associates companies.
 - i The Managing Director shall maintain confidentiality of any information or Knowledge in connection with the affairs of the Company, obtained by him during the course of his tenure as the Managing Director or at any time thereafter.
 - ii Subject to the provision of the Act, the Managing Director, while he continues to hold office of the Managing Director, shall not be liable to retire by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Directors in fixing the number of Director to retire.
 - iii Notwithstanding, the fact that the Managing Director was appointed as a Director, forthwith upon termination of his agreement as the Managing Director, for any reasons whatsoever, he shall be deemed to have vacated his office as a Director in accordance with the provisions of Section 164 and 167 of the Act, read with Rules issued there under. Mr. Sorabh Gupta has furnished the consents/declarations for his appointment as required under the Act, Rules and Listing Regulations. He satisfies all the conditions as set out in Part I of Schedule V and also under Section 196 of the Act for being eligible to be appointed as a Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Other than Mr. Sorabh Gupta, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the proposed Resolutions at Item No. 3 of this Notice. Mr. Sorabh Gupta is also interested in the resolution to the extent of his shareholding in the Company. Relatives of Mr. Sorabh Gupta may be deemed to be interested in the said resolution, to the extent of their shareholding in the Company, if any.

Relevant details relating to appointment of Mr. Sorabh Gupta as the Managing Director including his profile as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.





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In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, the appointment of Mr. Sorabh Gupta on the Board is in the best interest of the Company, considering his experience and expertise in the Company's businesses and the knowledge of general business management.

The Board of Directors propose and recommend the appointment of Mr. Sorabh Gupta as Managing Director of the Company, not liable to retire by rotation and recommends the Resolution Nos. 3 for approval of member of the Company

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013 for item no 4 is given as under:

I General information:

1.	Nature of Industry	Sugar ,Jaggery and other related product
2.	Date of Commencement of Commercial Production	22th July , 1992
3.	Financial performance	During the Financial year ended on 31.03.2023, the Company recorded a turnover of Rs. 1324.79Lakh and made a profit of Rs. 10.32Lakh before tax.
4.	Foreign investments or collaborations, if any.	No Foreign investments or collaborations

II. Information about the appointee :

1.	Background Details	Mr. Sorabh Gupta aged 56 years is an M Tech from IIT Roorkee and is having Rich experience of more than 2 decades in the field of Manufacturing Industry engaged in the production of Sugar & Jaggery. He is also appointed on the Board of Dhampur Alco-Chem Private Limited (a Group Company of DSSL) as a Director since 1990 engaged in the Ethanol-based (being alternate and renewable feedstock for organic chemical) industrial chemicals Business and
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		<p>other Rental Income. Further he is serving on the Board of 4 more Private Companies as a Director.</p> <p>He is also the Founder of Bedrock Venture Management, VC investment management company. His focus areas are healthcare, foodtech, shared economy and energy efficiency</p>
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2.	Past remuneration	During the Financial Year 2022-23, Mr. Sorabh Gupta has not taken any Managerial Remuneration from the company.
3.	Recognition or awards	Nil
4.	Job profile and his suitability	Mr. Sorabh Gupta will be looking after substantially the whole of the affairs of the Company subject to the control and superintendence of the Chairman. He has two decades of rich experience in overall financial management of companies.
5.	Remuneration proposed	As per the details set out in the explanatory statement attached with the notice of the meeting.
6.	Comparative remuneration w.r.t. industry size of the Company, profile of the position and person.	In line with the Industry Profile.

III. Other Information

Reasons of loss or inadequate profits	Due to higher competition in market and limited product.
Steps taken or proposed to be taken for improvement.	We are increasing the product line and also decrease the cost of the Manufacturing.
Expected increase in productivity and profits	The Company expects that volumes will grow





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in measurable terms	by 8 to 10% annually in the respective business.
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IV Disclosures :

1.	Remuneration package of the managerial person	Remuneration package of Mr. Sorabh Gupta is as given in the resolution and explanatory statement annexed with the Notice to the members
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The above statement and the terms and conditions as stated above may be regarded as an abstract of the terms and condition and memorandum of interest under section 190 of the Companies Act, 2013.

ITEM No. 4

The company is proposed and willing to expand the business of the company by way of manufacturing and trading of the FMCG products, which requires the alteration in memorandum of association of the company pursuant to the provision of Section 13 of the Companies Act, 2013 and is subject to the approval of members of the company by way of Special Resolution.

The Board at its meeting held on September 30, 2023 had approved the alteration of the MOA of the Company and the Board now seek Members' approval for the same.

A copy of the proposed / altered MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.





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ITEM No. 5 & 6

The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company were framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 major parts of the Companies Act, 1956 are no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA and AOA require alteration in its several clauses. Hence, it is considered expedient to wholly replace the existing MOA and AOA with the new MOA and AOA in line with the new Companies Act, 2013. The Memorandum of Association and Articles of Association of the Company, proposed to be amended as stated above, are being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA and AOA would be available for inspection by the members at the registered office of the company on all working days (Monday to Saturday) up to 30th September, 2023. The alteration of MOA & AOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 and Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought accordingly. The Board of Directors in its meeting held on August 31, 2023 has accorded its approval for alteration of MOA & AOA. Your Directors recommend the same for approval of the Shareholders by passing Special Resolution(s) at Items no. 5&6. None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholdings in the Company, if any.

By order of the Board

For Dhampur Speciality Sugars Limited

SD/-

**Aneesh Jain
Company Secretary**

**Date: 31st August, 2023
Place: New Delhi**





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

Annexure -1

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

Name of Directors	Mr. Sorabh Gupta	Mrs. Parveen Singh
Date of Birth	26th August, 1966	27th July, 1974
Date of first appointment	01st, October, 1994	31st March, 2015
Qualification	M.Tech	Graduation
Expertise in Specific Functional area	Mr. Gupta has vast experience of over two decades in the field of Management and general affairs.	Mrs. Singh has vast experience of around 15 years in the field of Management
Terms and Conditions of appointment/ re-appointment	Executive Director	Non Executive Director and liable to retire by rotation
Details of last drawn remuneration	Nil	Nil
List of other public Limited Companies in which directorships held.	Nil	Nil
Name of the listed entities from which the person holds Directorship along with listed entities from which the person has resigned in the past three years.	Nil	Nil
Chairman /Membership of Committee of other listed Company	Nil	Nil
Relationship with other Director	None	None
Number of Board Meeting attended during the financial year 2022-23	Attended all Five Board Meetings during a Financial Year	Attended all five Board Meetings during a Financial Year



DHAMPURE SPECIALITY SUGARS LIMITED

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CIN: L24112UP1992PLC014478

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Shareholding of Non- Executive Director	-	200
Remuneration details (Including Sitting Fees & Commission)	Refer Corporate Governance Report	Refer Corporate Governance Report

By order of the Board

For Dhampur Speciality Sugars Limited

SD/-

Aneesh Jain
Company Secretary

Date: 31st August, 2023
Place: New Delhi

