



DHAMPUR BIO ORGANICS LIMITED

Regd office: Sugar Mill Compound, Village Asmoli, Sambhal, Moradabad, UP-244304

Tel: +91-7302318313, E-mail: investors@dhampur.com, Website: www.dhampur.com

CIN: L15100UP2020PLC136939

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 3rd Annual General Meeting ("AGM") of Dhampur Bio Organics Limited ('the Company') will be held on Friday, June 30, 2023 at 04:00 P.M. through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESSSES:

Item No. 1

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.

Item No. 2

To declare the final dividend @35 % i.e. ₹ 3.50 per equity share for the financial year ended March 31, 2023 as recommended by the Board of Directors.

Item No. 3

To appoint a director in place of Mr. Sandeep Kumar Sharma (DIN: 06906510), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSSES:

Item No. 4

Payment of Remuneration to the Cost Auditor for the Financial Year 2023-24.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹ 1,20,000/- plus applicable taxes and re-imburement of expenses incurred/to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, who was appointed as Cost Auditor of the Company for the Financial Year 2023-24 by the Board of Directors of the Company on the recommendation of Audit Committee of the Company.

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

Item No. 5

Payment of Commission to Non- Executive Directors of Company.

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof), the consent of the members be and is hereby accorded to pay Commission of ₹ 12 Lakhs (Rupees Twelve Lakhs only) each to all the Non-Executive Directors as decided by the Board of Directors, subject to the limit that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2022-23, computed in the manner referred to in Section 198(1) of the said Act.

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

Item No. 6

Revision in Remuneration of Mr. Sandeep Kumar Sharma, Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof), the consent of the Members be and is hereby accorded for revision in remuneration of Mr. Sandeep Kumar Sharma (DIN:

06906510), Whole Time Director of the Company, with the addition of below component with effect from April 1, 2023:

Leave Encashment: To the extent of one month’s basic salary in a year.

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

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

**By order of the Board
For Dhampur Bio Organics Limited**

Vijay Kumar Goel
Chairman
DIN: 00075317

Place: New Delhi
Date: April 25, 2023

NOTES:

I. GENERAL INFORMATION:

1. Considering the massive outbreak and subsequent reappearance of Covid-19 pandemic, social distancing is the norm to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and clarification circular No. 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 20/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC/OVAM.

In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Members are requested not to visit Corporate Office/ Registered Office to attend the AGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of SEBI Listing Regulations in respect to the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto as Annexure 1.
3. Consequent to the receipt of the approval of Hon'ble National Company Law Tribunal ("NCLT"), Allahabad Bench on April 27, 2022 to the Scheme of Arrangement between Dhampur Sugar Mills Limited ("Demerged Company") and Dhampur Bio Organics Limited ("Resulting Company") and their respective members and creditors ("Scheme of Arrangement"), the Board of Directors of the Company issued and allotted 6,63,87,590 Equity Shares of ₹ 10/- each to the shareholders of Demerged Company as on May 17, 2022 (record date) in the ratio of 1 (One) equity share of ₹ 10/- each (Rupees Ten only) in Resulting Company, credited as fully paid up for every 1 (One) equity share of ₹ 10/- (Rupees Ten only) each held by them in Demerged Company.

The shares of the Company got listed on BSE limited (BSE) and National Stock Exchange of India Limited (NSE) with effect from September 08, 2022.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint their authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is also not annexed hereto.
6. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
7. Brief Profile under sub-regulation (3) of Regulation 36 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(s) seeking re-appointment at the 3rd Annual General Meeting forms part of this notice.
8. The Company has fixed Friday, June 23, 2023 as "Record Date" to determine the entitlement of the shareholders to receive dividend for the Financial Year 2022-23.
9. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the amount of dividend payable does not exceed ₹ 5,000. The Company shall therefore be required to deduct tax at source at the time of making the payment of the said Dividend payable. The shareholders are requested to update their PAN with the depositories. However, no tax or reduced tax shall be deducted on the dividend payable by the company in cases the shareholder provides Form 15G (applicable to any Resident Individual other than a Company or a Firm) / Form 15H (applicable to any Resident Individuals above the age of 60 years) /

Form 10F (applicable to Non- Residents), provided that the eligibility conditions are being met. Needless to say, Permanent Account Number (PAN) is mandatory for category of Forms. To avail this benefit, shareholders need to provide respective declaration/ document to our RTA i.e. M/s Alankit Assignments Limited.

10. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits as mentioned above.
11. The Company is in the process of sending a separate communication regarding Dividend Distribution Tax to all such Members at their registered e-mail address in this regard which will be also uploaded on the Company's website i.e. www.dhampur.com.
12. In compliance with the "MCA Circulars" and SEBI circular dated January 5, 2023, Notice of the AGM alongwith 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 and Annual Report 2022-23 will also be available on the Company's website www.dhampur.com and website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) at www.evoting.nsdl.com.
13. For receiving all communication (including Annual Report, Notices, Circulars etc.) from the Company electronically, Members holding shares in dematerialised mode are requested to register / update their email addresses and other relevant details with the relevant Depository Participant.
14. Pursuant to the Scheme of Arrangement, the Company has issued shares in dematerialised form only. The shareholders who were holding physical shares in the Demerged Company and not submitted their demat account details with the Company and/ or Registrar and Transfer Agent, their shares have been transferred to "**DBO Physical Share Suspense Account**". Such shareholders are requested to update details of their

demat account along with the copy of their Client Master List (CML) with the Registrar and Transfer Agent of the Company i.e. M/s Alankit Assignments Limited (CIN: U74210DL1991PLC042569) at rta@alankit.com and/or to the Company at investors@dhampur.com.

15. SEBI, vide its notification No. SEBI/LAD-NRO/ GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated 30th November, 2018, has mandated that requests for effecting transfer, transmission or transposition of securities held in physical or dematerialised form shall not be processed from 1st April, 2019, unless the securities are held in the dematerialised form with the depositories.

In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider and dematerialise shares held by them in physical form.

16. 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), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) to be transacted at the AGM. 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 National Securities Depository Limited (NSDL).

II. PROCEDURE FOR INSPECTION OF DOCUMENTS:

1. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection during the AGM.
2. Members, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before June 19, 2023 through email on investors@dhampur.com. The same will be replied by the Company suitably.

III. INSTRUCTIONS FOR ATTENDING THE AGM AND ELECTRONIC VOTING:

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

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.
2. Members who do not have the User ID and/or Password for e-voting or have forgotten the User ID and/or password may retrieve the same by following the remote e-voting instructions mentioned below in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Members may join the AGM through VC/OAVM, 15 minutes before the scheduled time to start the AGM following the procedure mentioned in the Notice below. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

who are allowed to attend the AGM without restriction on account of first come first served basis.

4. Members who would like to ask questions during the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company's e-mail address investors@dhampur.com in at least 48 hours in advance before the start of the AGM. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM.
5. The Company reserves the right to restrict the number of speakers at the AGM.

B. VOTING THROUGH ELECTRONIC MEANS:

The remote e-voting period begins on Monday, June 26, 2023 at 09:00 A.M and ends on Thursday, June 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, June 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 June 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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 4886 7000 and 022-2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) 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.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaket.associates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.co.in.

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@dhampur.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Other Instructions:**
- IV. Persons who have acquired shares and became Member of the Company after the dispatch of the Notice of the AGM but before the cut-off date of June 23, 2023, may obtain their user ID and password for e-voting from the Company or NSDL. If the member is already registered with NSDL e-voting platform then he can use existing User ID and password for casting the vote through remote e-voting.
 - V. Mr. Saket Sharma, Partner, M/s GSK & Associates, Company Secretaries (Membership No. F4229, C.P.No.2565), has been appointed as the Scrutinizer, to Scrutinize the voting process (electronically or otherwise) for the Annual General Meeting (AGM) of the Company in a fair and transparent manner and submit a Consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.
 - VI. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
 - VII. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - VIII. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.dhampur.com, on the website of the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com, within two working days of passing of Resolutions at the Annual General Meeting of the Company.
- IEPF RELATED INFORMATION:**
- As on record date i.e. May 17, 2022, 2,17,795 equity shares of Demerged Company were lying with the Investor Education and Protection Fund Authority (IEPFA). The shares of Resulting Company issued to such shareholders of Demerged Company were also transferred to the Investor Education and Protection Fund Authority (IEPFA) by the Company.
- In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their e-mail addresses with the Registrar and Transfer Agent of the Company i.e. M/s Alankit Assignments Limited (in case the e-mail addresses are not updated) and with Depository Participants (in case the shares are held in demat mode) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**Item No. 4**

Payment of Remuneration to the Cost Auditor for the Financial Year 2023-24:

The Board of Directors in its meeting held on April 25, 2023 have approved the appointment of Mr. S.R. Kapur, Cost Accountant, as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2023-24 at a remuneration of ₹ 1,20,000/- per annum. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors for the Financial Year 2023-24 is required to be ratified by way of Ordinary Resolution.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, in the resolution set out at item no. 4 of the notice.

Item No. 5**Payment of Commission to Non- Executive Directors of Company**

Non-Executive Directors have been an important and invaluable part of our Board of Director(s) contributing towards the performance of the Company and Board as a whole by providing their valuable insights on the various matters placed before the Board of Directors.

The Board of Directors in its meeting held on April 25, 2023, on the recommendation of Nomination and Remuneration Committee of the Company, have approved and proposed to the shareholders, payment of Commission of ₹ 12 lakhs each to all the Non-Executive Directors, as a gesture of acknowledgement of the contribution they extended to the Company. In terms of provisions of Section 197 of the Companies Act, 2013, the Company is required to obtain approval of shareholders of the Company for payment of such Commission to Non-Executive Directors.

The Board recommends the Special Resolution as set out at Item no. 5 of the notice for approval by the Members.

All the Non-Executive Directors of the Company and Mr. Vijay Kumar Goel, Chairman and Mr. Gautam Goel, Managing Director, being relatives of Mrs. Bindu Vashist Goel are concerned or interested in the Resolution at Item No. 5 of this Notice to the extent of the remuneration that may be received by each Non-Executive Director.

Item No. 6**Revision in Remuneration of Mr. Sandeep Kumar Sharma (DIN: 06506910), Whole Time Director of the Company**

Mr. Sandeep Kumar Sharma was appointed as Whole-Time Director of the Company w.e.f. May 05, 2022 for a period of two years which was approved by the shareholders in their Extra-Ordinary General Meeting held on May 13, 2022. He is also the COO of the Company and he has nearly four decades of experience in the field of operations, projects and administration.

In order to include Leave Encashment as a component of his remuneration w.e.f. April 1, 2023, the Board of Director of the Company, on the recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on April 25, 2023 has approved the proposed revision in the remuneration of Mr. Sandeep Kumar Sharma, Whole Time Director.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

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

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sandeep Kumar Sharma are in any way, concerned or interested in the said resolution.

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

S. No.	Particulars	Mr. Sandeep Kumar Sharma
1	DIN	06906510
2	Date of Birth	June 08, 1958
3	Date of Initial Appointment	April 19, 2022
	Date of Current Appointment	May 05, 2022
4	Qualification, Experience and Nature of Expertise in specific functional area	Mr. Sandeep Kumar Sharma is the COO and the Whole Time Director of the Company. He has four decades of experience in operations, projects, and administration of Sugar Mills and Power Generation Plants. He has done Mechanical Engineering from Government Polytechnic Moradabad.
5	List of Other Public Limited in which directorships held	NIL
6	List of Other Listed Companies in which Directorship held during the last 3 years	Dhampur Sugar Mills Limited (Resigned on May 04, 2022)
7	Chairman/Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee – Chairman Risk Management Committee - Member
8	Chairman/Member of the Committees of the Board of Directors of other Companies.	
	a) Audit Committee	NIL
	b) Stake Holder Relationship Committee	NIL
9	No of Equity shares held in the Company	755 shares of ₹ 10 each
10	Number of Board Meeting attended during the year	5
11	Terms and Conditions of reappointment along with remuneration sought to be paid	In terms of section 152(6) of the Companies Act, 2013, Mr. Sandeep Kumar Sharma is liable to retire by rotation at the ensuing AGM and eligible for re-appointment.
12	The Remuneration last drawn	The remuneration payable consists of fixed and variable remuneration as governed by the Special Resolution passed at the 2 nd AGM held on September 26, 2022. Further, the details of remuneration paid are given in Corporate Governance Report annexed with Directors' Report.
13	Relationship with other Directors, Manager and Key Managerial Personnel	No Relations with any other Director and/or Key Managerial Personnel