



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:U15100UP2020PLC136939

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 2nd Annual General Meeting ("AGM") of Dhampur Bio Organics Limited ("the Company") will be held on September 26, 2022 at 4:00 p.m. through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following business:

Ordinary Business:

Item No. 1

To receive, consider and adopt:

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

Item No. 2

To appoint a director in place of Mr. Vijay Kumar Goel (DIN: 00075317), who retires by rotation and being eligible offers himself for re-appointment.

Item No. 3

To appoint a director in place of Mr. Gautam Goel (DIN: 00076326), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

Item No. 4

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

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 2022-23 by the Board of Directors of the Company.

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

Item No. 5

Appointment of Mr. Vijay Kumar Goel (DIN: 00075317) as Chairman and Executive Director of the Company and to approve his remuneration :

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules made thereunder read with Schedule-V thereof, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of members be and is here by accorded for the appointment of Mr. Vijay Kumar Goel (DIN: 00075317) as Chairman and Executive Director of the Company for a term of 3 (Three) years with effect from 5th May 2022 till 4th May, 2025.

RESOLVED FURTHER THAT the yearly remuneration and perquisites be paid to Mr. Vijay Kumar Goel, Chairman and Executive Director, for a period of three years with effect from 5th May, 2022 as under:

Remuneration:

Salary: With effect from 5th May, 2022, - ₹ 1,50,00,000/- per annum (In grade of 5% increase every year).

Perquisites:

Housing: For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid whichever is lower.

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

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

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

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

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

Others: (Not to be treated as perquisites).

Provident Fund: Employer's contribution to Provident Fund as applicable under the Income-tax Act, 1961.

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

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

RESOLVED FURTHER THAT in addition to the above basic salary and perquisites, Mr. Vijay Kumar Goel (DIN: 00075317) be also paid remuneration by way of Commission as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT the total remuneration payable to Mr. Vijay Kumar Goel (DIN: 00075317), will not exceed 5% of Net Profits of the Company.

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

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

Item No. 6

Appointment of Mr. Gautam Goel (DIN: 00076326) as Managing Director of the Company and to approve his remuneration :

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

"RESOLVED THAT pursuant to the provisions of sections 196,197,198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") , Rules made thereunder read with Schedule-V thereof , the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), subject to the approval of Central Government/ other regulatory approval(s) as may be required,the consent of members be and is here by accorded for the appointment of Mr. Gautam Goel (DIN: 00076326) as Managing Director of the Company for a term of 3 (Three) years with effect from 5th May 2022 till 4th May, 2025.

RESOLVED FURTHER THAT the yearly remuneration and perquisites to be paid to Mr. Gautam Goel, Managing Director, for a period of three years with effect from 5th May 2022 are as under:

Remuneration:

Salary: With effect from 5th May 2022, ₹ 2,50,00,000/- per annum (In grade of 5% increase every year)

Perquisites:

Housing: For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid by Company whichever is lower.

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

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

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

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

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

Others: (Not to be treated as perquisites).

Provident Fund: Employer's contribution to Provident Fund as applicable under the Income-tax Act, 1961.

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

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

RESOLVED FURTHER THAT in addition to the above basic salary and perquisites, Mr. Gautam Goel (DIN: 00076326) be also paid remuneration by way of Commission as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT the total remuneration payable to Mr. Gautam Goel (DIN: 00076326), will not exceed 5% of Net Profits of the Company.

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

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

Item No. 7

Revision in Remuneration of Mr. Sandeep Kumar Sharma (DIN: 06906510), Whole-Time Director:

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee, Board of Directors of the Company and 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 (the “Act”), Rules made thereunder read with Schedule-V thereof, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and other regulatory approval(s) as may be required, 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 effect from 1st July, 2022 till 4th May, 2024.

RESOLVED FURTHER THAT the yearly remuneration and perquisites to be paid to Mr. Sandeep Kumar Sharma (DIN: 06906510), Whole Time Director, with effect from 1st July, 2022 are as under:

Remuneration:

Salary: ₹ 96,00,000 /- per annum (In grade of 5% increase every year) till 4th May, 2024.

Perquisites:

Housing: Rented Accommodation upto ₹ 18,00,000 lakh year. For accommodation deduction @ 10% of the salary or actual rent paid by Company whichever is lower.

Electric, Gas, Water and Furnishing: The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962.

Medical: Reimbursement of actual medical expenses incurred for self and family to the extent of ₹ 15,000/- Per Year.

Leave Travel: For self and family once a year to the extent of one month salary once in a year.

Other Allowances: ₹ 12,60,000 per year including Bonus, CEA, PDA and servant allowance

Others: (Not to be treated as perquisites).

Provident Fund: Employer’s contribution to Provident Fund to the extent not taxable under the Income-Tax Act, 1961, as per applicability.

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

RESOLVED FURTHER THAT during the tenure of his appointment, Mr. Sandeep Kumar Sharma (DIN: 06906510) will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT in addition to the above, performance based incentives as may be decided by the board, shall form part of his overall remuneration and it shall be within the limits (as amended from time to time) as prescribed in Schedule V to the Companies Act, 2013 and the same shall also be governed in the event of loss or inadequacy of profits in any financial year during the currency of aforesaid term of Mr. Sandeep Kumar Sharma (DIN: 06906510).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they consider be necessary, proper or desirable or expedient in this regard.”

Item No. 8

Payment of fees for Service of Documents through prescribed mode by Shareholder:

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

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholders.

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

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

Vijay Kumar Goel
Chairman
DIN: 00075317

Place: New Delhi
Date: July 19, 2022

NOTES:

I. GENERAL INFORMATION:

1. Considering the reappearance or resurgence of Covid-19 pandemic, 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 and 02/2022 dated May 05, 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.

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 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect to the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto as Annexure 1.
3. 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") with effect from April 01, 2021 ("Appointed Date"), the Board of Directors of the Company issued and allotted 6,63,87,590 Equity Shares of Rs. 10/- each to the shareholders of Demerged Company as on May 17, 2022 (record date) in the ratio of 1 (One) equity share of Rs. 10/- each (Rupees Ten only) in Resulting Company, credited as fully paid up for every 1 (One) equity share of Rs. 10/- (Rupees Ten only) each held by them in Demerged Company. The Company is in the process of listing of its 6,63,87,590 equity shares of ₹10 each with BSE limited (BSE) and National Stock Exchange of India Limited (NSE).

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 him/ herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip 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 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. Physical attendance of Members is not required at the AGM.
7. Brief Profiles under 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 and re-appointment at the 2nd Annual General Meeting forms part of this notice.
8. In compliance with the "MCA Circulars" and SEBI Circular dated May 13, 2022, Notice of the AGM alongwith the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.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 (subject to listing of shares by the date of AGM) and also available on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
9. For receiving all communication (including Annual Report, Notices, Circulars etc.) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register / update their email addresses and other relevant details with the relevant Depository Participant.
10. Pursuant to the receipt of the approval of Hon'ble NCLT, Allahabad Bench to the Scheme of Arrangement with

effect from April 01, 2021 (Appointed Date), the Company has issued shares in dematerialised form only. The shareholders who were holding physical shares in the Demerged Company and have 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.

11. 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.

12. The Company is pleased to provide members, facility to exercise their right to vote at the 2nd Annual General Meeting by electronic means through e-voting services provided by the 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 September 15, 2022 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 and will be available for Members on 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 Friday, September 23, 2022 at 9:00 A.M. and ends on Sunday, September 25, 2022 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. Monday, September 19, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2021.

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.
	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
	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.
	4. Shareholders/Members can also download NSDL Mobile App “ NSDL Speede ” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	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.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL . Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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.
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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

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) 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*****

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote 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 Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of September 19, 2022,

may obtain their user ID and password for e-voting from the Company or NSDL (Phone:+91-22-24994600). If the member is already registered with NSDL e-voting platform then he can use existing User ID and password for casting the vote through remote e-voting.

- 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 shares of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
- 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 and on the website of NSDL at www.evoting.nsdl.com, within two working days of passing of Resolutions at the Annual General Meeting of the Company and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

IEPF RELATED INFORMATION:

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 2021-22:**

The Board of Directors in its meeting held on May 30, 2022 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 2022-23 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 2022-23 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**Appointment of Mr. Vijay Kumar Goel (DIN: 00075317) as Chairman and Executive Director of the Company and to approve his remuneration**

Mr. Vijay Kumar Goel was appointed as Additional Director of the Company on April 08, 2021 and was regularised by the shareholders in its Annual General Meeting held on June 28, 2021.

The Board of Directors at its meeting held on May 30, 2022 and subject to approval of shareholders, approved the appointment and remuneration of Mr. Vijay Kumar Goel as Chairman and Executive Director of the Company for a period of three years w.e.f May 05, 2022 on such terms and conditions as set out in the resolution. Mr. Vijay Kumar Goel is promoter of the Company and has been part of Sugar Industry for over sixty years. He has held different positions in the sugar industry forums including President of Indian Sugar Mills Association (ISMA).

Members are hereby informed that consequent to the receipt of approval of Hon'ble NCLT, Allahabad Bench 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. Mr. Vijay Kumar Goel has resigned from Dhampur Sugar Mills Limited with effect from the close of working hours of May 04, 2022.

Members are informed that Mr. Vijay Kumar Goel has attained the age of more than 70 years as on the date of this notice, the Board recommends the Special Resolution as set out at item no. 5 of the notice for approval by the Members

None of Directors or Key Managerial Personnel except Mr. Vijay Kumar Goel himself, Mr. Gautam Goel, Managing Director of the Company and Mrs. Bindu Vashist Goel, Director, being relative of Mr. Vijay Kumar Goel are interested in this resolution.

Item No. 6**Appointment of Mr. Gautam Goel (DIN: 00076326) as Managing Director of the Company and to approve his remuneration.**

Mr. Gautam Goel was appointed as Additional Director of the Company on April 24, 2021 and was regularised by the shareholders in its Annual General Meeting held on June 28, 2021.

The Board of Directors at its meeting held on May 30, 2022 and subject to approval of shareholders, approved the appointment and remuneration of Mr. Gautam Goel as Managing Director of the Company for a period of three years w.e.f May 05, 2022 on such terms and conditions as set out in the Resolution. Mr. Gautam Goel is the Promoter of the Company and has more than 25 years of experience in the sugar industry. He has been the president of the Indian Sugar Mills Association and Indian Sugar Export Corporation.

Members are hereby informed that consequent to the receipt of approval of Hon'ble NCLT, Allahabad Bench 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, Mr. Gautam Goel has resigned from the Dhampur Sugar Mills Limited with effect from the close of working hours of May 04, 2022.

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

None of Directors or Key Managerial Personnel except Mr. Gautam Goel himself, Mr. Vijay Kumar Goel, Chairman of the Company and Mrs. Bindu Vashist Goel, Director, being relative of Mr. Gautam Goel are interested in this resolution.

Item No. 7**Revision in Remuneration of Mr. Sandeep Kumar Sharma (DIN: 06906510), Whole-Time Director**

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 over 40 years of experience in the field of operations, projects and administration.

Taking into account the business activity coupled with the higher responsibility cast on Mr. Sandeep Kumar Sharma, the Board of Director of the Company, on the recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on July 19, 2022 has approved the proposal to revise 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. Considering Mr. Sandeep Kumar Sharma's experience in sugar industry, the terms of his remuneration are considered to be fair, just and reasonable.

The Board recommends the Ordinary Resolution as set out at item no.7 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.

Item No. 8**Payment of Fees for Service of Documents**

As per the provisions of the Section 20(2) of the Companies Act, 2013, a shareholder may request to the Company for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, its weight and its destination, etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company.

Since the Companies Act, 2013 requires the fees to be determined at the Annual General Meeting, the Board accordingly recommend the Ordinary Resolution as set out in Item No. 8 of the notice, for the approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

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 appointment in Annual General Meeting.

S. No.	Particulars	Mr. Vijay Kumar Goel	Mr. Gautam Goel
1	DIN	00075317	00076326
2	Date of Birth	09.11.1940	15.02.1974
	Date of Initial Appointment	08.04.2021	24.04.2021
3	Date of Current Appointment	05.05.2022	05.05.2022
4	Experience and Expertise in specific functional areas	Mr. Vijay Kumar Goel is promoter and Chairman of the Company. He has been the President of Indian Sugar Mills Association and the Indian Sugar Export Corporation. With over 60 years of experience in the sugar industry, he has spearheaded several technological innovations in the Industry. His ethos of social responsibility has always motivated the Company and continues to inspire our CSR endeavours.	Mr. Gautam Goel is promoter and Managing Director of the Company. He has been the President of the Indian Sugar Mills Association and Indian Sugar Export Corporation. He has led teams in expanding operations and capacities of the Company. As a team leader he focused on value-addition, which included pioneering the production of sulphur less refined sugar in India. He is involved with the farmer outreach efforts of the Company. He is spearheading the Sustainability and Social Governance initiatives.
5	List of Other Public Limited in which directorships held	Delton Cables Limited Sonitron Limited Goel Investments Limited Saraswati Properties Limited	Sonitron Limited Goel Investments Limited Saraswati Properties Limited
6	Chairman/Member of the Committees of the Board of Directors of the Company	NIL	Audit Committee – Member, Risk Management Committee - Member
7	Chairman/Member of the Committees of the Board of Directors of other Companies.		
	a) Audit Committee	NIL	NIL
	b) Stake Holder Relationship Committee	NIL	NIL
8	No of Equity shares held in the Company	3,49,116 equity shares of ₹ 10 each	42,42,339 equity shares of ₹ 10 each
9	Number of Board Meeting attended during the year	7 Meetings	6 Meetings
10	Terms and Conditions of reappointment along with remuneration sought to be paid	As provided in Item No. 5 of this notice.	As provided in Item No. 6 of this notice.
11	The Remuneration last drawn	NIL	NIL
12	Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Gautam Goel – Son Mrs. Bindu Vashist Goel – Daughter-in-law	Mr. Vijay Kumar Goel- Father Mrs. Bindu Vashist Goel - Spouse