



## DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761

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Website: www.dhampur.com, CIN : L15249UP1933PLC000511

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the 84th Annual General Meeting of the Company shall be held on Monday, the 2nd day of September, 2019 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.) 246761 at 2:00 p.m. to transact the following business.

#### **Ordinary Business:**

##### **Item No. 1**

To receive, consider and adopt the Balance Sheet as at 31st March, 2019 and the Profit & Loss Account of the Company for the year ended 31st March, 2019 together with Board's Report and Auditors' Report thereon.

##### **Item No. 2**

To confirm the payment of Interim Dividend of ₹ 3.50 per Equity Share of ₹ 10 each and to declare Final Dividend of ₹ 3.00 per Equity Share of ₹ 10 each for the Financial Year 2018-19.

##### **Item No. 3**

To appoint a director in place of Shri Vijay Kumar Goel, who retires by rotation and being eligible offers himself for re-appointment.

##### **Item No. 4**

To appoint a director in place of Shri Ashok Kumar Goel, who retires by rotation and being eligible offers himself for re-appointment.

##### **Item No. 5**

To appoint a director in place of Shri Gaurav Goel, who retires by rotation and being eligible offers himself for re-appointment.

#### **Special Business:**

##### **Item No. 6**

#### **Payment of Remuneration to the Cost Auditor for the Financial Year 2019-20:**

To consider, and if thought fit, to pass the following resolutions as ordinary resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, as amended from time

to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹ 2,00,000/- plus applicable taxes and re-imburement of expenses incurred / to be incurred on actual basis payable to Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) who was re-appointed as Cost Auditors of the Company for the Financial Year 2019-20 by the Board of Directors on the recommendation of Audit Committee of the Company.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby 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**

#### **Increase in Remuneration of Statutory Auditors of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the consent of members be and is hereby accorded to increase the remuneration to be paid to M/s. TR Chadha & Co LLP, Chartered Accountants and M/s. Atul Garg & Associates, Chartered Accountants, Joint Statutory Auditors of the Company to ₹ 16,00,000 per annum each plus applicable taxes and re-imburement of expenses incurred / to be incurred on actual basis commencing from the Financial Year 2019-20.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby directed authorised to take necessary actions and are further authorised for modification in the above mentioned remuneration in future, as it deems necessary”.

##### **Item No. 8**

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 73, 74, 76 and all other applicable provisions of the Companies Act, 2013 and rules made there under, provisions of Memorandum and Articles of Association of the Company and subject to such conditions, approvals, permissions as may be necessary, the consent of the members be and is here by accorded to invite and accept deposits from the Public and Members within the limits arrived on the basis of Audited Balance Sheet of the Company as at 31st March, 2019 on such term and conditions as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider in their absolute directions necessary, proper or desirable or expedient or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

**Item No. 9**

**Payment of Commission to Non-Executive Independent Directors of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the consent of the members be and is here by accorded to pay Commission to all the Non-Executive Independent Directors (except Managing Directors, Executive Directors and Nominee Director) of the amount as may be decided by the Board, subject however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2018-19, computed in the manner referred to in Section 198(1) of the said Act.

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

**Item No. 10**

**Re-appointment of Shri. Mahesh Prasad Mehrotra, Non-Executive Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Shri Mahesh Prasad Mehrotra (DIN: 00016768), Independent Director of the Company

who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company to hold office for another term of five consecutive years with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2024.

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

**Item No. 11**

**Re-appointment of Shri. Ashwani Kumar Gupta, Non-Executive Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Shri Ashwani Kumar Gupta (DIN: 00108678), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company to hold office for another term of five consecutive years with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2024.

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

**Item No. 12**

**Re-appointment of Shri Priya Brat, Non-Executive Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, as amended, (the "Listing Regulations"), Shri Priya Brat (DIN: 00041859), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company to hold office for another period of two years with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2021.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby 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. 13**

**Re-appointment of Shri Rahul Bedi, Non-Executive Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Rahul Bedi (DIN: 02573535), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company to hold office for another period of one year with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2020.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby 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. 14**

**Re-appointment of Shri Harish Saluja, Non-Executive Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and

Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Harish Saluja (DIN: 01233800), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company to hold office for another period of one year with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2020.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby 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. 15**

**Re-Appointment of Shri Vijay Kumar Goel as Chairman and Executive Director and to fix his remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") , Rules made thereunder read with Schedule-V thereof , the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Vijay Kumar Goel (DIN: 00075317) as Chairman and Executive Director of the Company for another term of 3 (Three) years with effect from 1st April 2020 till 31st March, 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Vijay Kumar Goel, Chairman and Executive Director, be and is hereby decided for a period of three years with effect from 1st April , 2020 as under:

**Remuneration :**

**Salary:** With effect from 1st April, 2020, ₹ 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 Service Tax as applicable.

**Others:** (Not to be treated as perquisites).

**Provident Fund:** Employer's contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961, 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** 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, Shri Vijay Kumar Goel be also paid remuneration by way of Commission @2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Vijay Kumar Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors 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/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** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law, any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company."

#### **Item No. 16**

#### **Re-Appointment of Shri Ashok Kumar Goel as Vice-Chairman and Executive Director and to fix his remuneration.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules made thereunder read with Schedule-V thereof, the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), on the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Ashok Kumar Goel (DIN: 00076553) as Vice Chairman and Executive Director of the Company for another term of 3 (Three) years with effect from 1st April 2020 till 31st March 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Ashok Kumar Goel, Vice Chairman and Executive Director, for a further period of 3 (Three) years with effect from 1st April 2020 are as under:

#### **Remuneration :**

**Salary:** With effect from 1st April, 2020, ₹ 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 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 Vice 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 Service Tax as applicable.

Others: (Not to be treated as perquisites).

**Provident Fund:** Employer's contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961, 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** 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, Shri Ashok Kumar Goel be also paid remuneration by way of Commission @2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Ashok Kumar Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors 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/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** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law, any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company.”

#### **Item No. 17**

#### **Re-Appointment of Shri Gaurav Goel as Managing Director and to fix his remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) , Rules made thereunder read with Schedule-V there of, the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) , the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Gaurav Goel (DIN: 00076111) as Managing Director of the Company for another term of 3 (Three) years with effect from 1st April 2020 till 31st March 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Gaurav Goel, Managing Director, be and is hereby decided for a period of three years with effect from 1st April, 2020 as under:

#### **Remuneration :**

**Salary:** With effect from 1st April, 2020, ₹ 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 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 Service Tax as applicable.

**Others: (Not to be treated as perquisites).**

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

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

**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, Shri Gaurav Goel be also paid remuneration by way of Commission @2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Gaurav Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors 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/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** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law, any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company.”

#### **Item No. 18**

##### **Re-Appointment of Shri Gautam Goel as Managing Director and to fix his remuneration.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196,197,198, 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) , the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri. Gautam Goel (DIN: 00076326) as Managing Director for another term of 3 (Three) years with effect from 1st April 2020 till 31st March 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Gautam Goel, Managing Director, for a period of three years with effect from 1st April, 2020 are as under:

#### **Remuneration :**

**Salary:** With effect from 1st April, 2020, ₹ 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 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 Service Tax as applicable.

**Others:** (Not to be treated as perquisites).

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

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

**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, Shri Gautam Goel be also paid remuneration by way of Commission @ 2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Gautam Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors 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/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** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law, any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company.”

#### **Item No. 19**

##### **Re-Appointment of Shri Sandeep Kumar Sharma as Whole Time Director and to fix his remuneration.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 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), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Sandeep Kumar Sharma (DIN: 06906510), as Whole Time Director of the Company for another term of 3 (Three) years with effect from 1st April, 2020 till 31st March 2023 at a remuneration

(including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) and such other terms and conditions hereinafter mentioned:

**REMUNERATION:**

**Salary:** With effect from 1st April, 2020, ₹ 80,00,000/- per annum (In grade of 5% increase every year) till 31st March 2023.

**PERQUISITES:**

**Housing:** For accommodation owned / rented by the Company a deduction @ 7.5% 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 expenses incurred for self and family to the extent of ₹ 15000/- Per Year.

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

**Leave Encashment:** To the extent of one month's salary in a year.

**Other Allowances:** ₹ 1,88,064/- per year (Bonus, CEA, PDA and servant allowance)

**Furniture Allowance:** is also being paid ₹ 11,140/- quarterly.

**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** the overall remuneration 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 Shri Sandeep Kumar Sharma".

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they consider be necessary, proper or desirable or expedient in this regard and also to delegate , to the extent permitted by law , any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company."

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

(Vijay Kumar Goel)  
Chairman  
(DIN:-00075317)

Place :New Delhi  
Date :20th May, 2019

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard- 2 with respect to the special businesses to be transacted in the Annual General Meeting as set out in the Notice is annexed as Annexure 1.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
  
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. Proxy Form is annexed to this Notice.
3. Members are requested to handover the enclosed attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address to the depository participants with whom they are maintaining their demat accounts.
6. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the equity shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent, M/s Alankit Assignments Limited and have it duly filled and sent back to them.
7. **The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 27th August, 2019 to Monday, 2nd September, 2019 (both days inclusive).**

8. Pursuant to Regulation 12 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and amendment thereto read with the SEBI Circular dated April 20, 2018, all Companies are mandated to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).
- Hence, the Members are requested to furnish/update their bank name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:
- The respective Depository Participants (DP) (in case of the shares held in Electronic mode) or;
  - Alankit Assignments Limited, Registrar and Share Transfer Agent, Unit Dhampur Sugar Mills Limited, 3E/7 Jhandewalan Extension, New Delhi- 110055, Email Id- [irta@alankit.com](mailto:irta@alankit.com) (in case of the shares held in Physical mode)
9. 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 of securities (except in case of transmission or transposition of securities) 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 dematerialize shares held by them in physical form.
10. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. The shares of the Company are compulsorily traded in demat mode. Hence, the Members who are still holding physical share certificates are advised that it is in their own interest to dematerialize their share holding to avail benefit of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.
12. Brief Profiles under regulation (3) of Regulation 36 and 26 (4) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment at the 84th Annual General Meeting forms part of this notice.
13. The Final Dividend on Equity Shares, if declared at the AGM, will be paid on or after 9th September, 2019 to those shareholders whose names appear in the register of members on 26th August, 2019 (for shares held in physical mode) and whose name appear in the list of beneficial owner as on 26th August, 2019, furnished by NSDL and CDSL.
14. Pursuant to the provisions of Section 124(6) of the Companies act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all Equity Shares of the Company on which Dividend has not been paid or claimed for seven consecutive years or more on 3rd October, 2019 shall be transferred by the Company to Investor Education and Protection fund (IEPF). The Company has also written to the concerned Shareholders intimating them their particulars of the Equity Shares due for transfer. These details are also available on the Company's website [www.dhampur.com](http://www.dhampur.com). No Claim shall lie against the company in respect of these post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity Shares from the IEPF Authority by making an online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).
- 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 (Alankit Assignments Limited) (in case the shares are held in physical mode 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).
15. Electronic copy of Annual Report 2018-2019 and Notice of the Annual General Meeting, inter-alia, indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.
- Physical copies of the Notice of the Annual General Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form and the Annual Report 2018-19 is being sent (through a permitted mode) to all those Members of the Company who have not registered their email addresses or have requested for a physical copy. However, any member may request for a physical copy of the notice of the meeting, attendance slip, proxy form and the Annual Report 2018-19 which will be sent by the Company to the said member free of cost.



16. The documents referred to in the accompanying Notice and the Annual Report 2018-19 are open for inspection at the Registered Office of the Company during the office hours between 10.00 A.M. to 5.00 P. M. on all working days except Sundays up to the date of the Meeting and shall also be available at the venue.
17. Statutory Registers maintained under Companies Act, 2013 and related rules thereunder will be available for inspection by members of the Company at the venue of the AGM.
18. Members holding Shares in physical form are requested to furnish their email id by post or by emailing at investordesk@dhampur.com along with their Folio No. for sending necessary communication / information in future. The Notice of Annual General Meeting of the Company will also be available on the website of the Company; www.dhampur.com. The members holding shares in electronic form may get their email Id's updated with their respective Depository participants.
19. A route map showing directions to reach the venue of 84th AGM is given at the end of this Notice.
20. Voting through electronic means:

**E-voting:**

- I. In compliance with the provisions of Section 108 of the Companies Act ,2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 84th Annual General Meeting (AGM) through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).
- II. The Company also proposes to provide the option of voting by means of Ballot Format the AGM in addition to the electronic voting system mentioned above.  
**The cut-off date for the purpose of determining the member eligible for participation in remote e-voting and voting at the AGM is 26th August, 2019.**
- III. The remote e-voting facility starts on Thursday, 29th August, 2019 (9.00A.M) and ends on Sunday, 1st September, 2019 (5.00 P.M). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of Monday, 26th August, 2019, may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter on Sunday, 1st September, 2019 (5.00P.M). Once the vote on a resolution

is cast by the Member,the Members shall not be allowed to change it subsequently.

- IV. The details of the process and manner for remote e-voting are explained as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.e-voting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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](mailto:cssaket.associates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Other Instructions:**

- V. 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 Monday, 26th August, 2019, 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 remotee-voting.

#### **Details on Step 2 are given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

VI. Shri Saket Sharma, of M/s GSK & Associates, Company Secretaries (Membership No.F4229, C.P.No.2565), has been appointed as the Scrutinizer, to Scrutinize the voting process (electronically or otherwise) for the Annual General Meeting (AGM) of the Company in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.

VII. 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.

VIII. 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 through ballot. 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.

IX. The declared results along with the Scrutinizer's Report will be available on the Company's website at [www.dhampur.com](http://www.dhampur.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), within two days of passing of Resolutions at the Annual General Meeting of the Company and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

#### **ANNEXURE 1 TO THE NOTICE DATED 20TH MAY, 2019**

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

##### **Item No. 6**

##### **Payment of Remuneration to the Cost Auditor for the Financial Year 2019-20.**

The Board of Directors in its meeting held on 20th May, 2019 upon recommendation of Audit Committee have approved the appointment of Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar(U.P.) the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at a remuneration of ₹ 2,00,000/- Per annum. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2019-20 by way of ordinary resolution is being sought from the members set out at item no.6 of the notice.

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 or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, in the resolution set out at item no.6 of the notice.

##### **Item No. 7**

##### **Increase in Remuneration of Statutory Auditors of the Company.**

M/s TR Chadha & Co LLP, Chartered Accountants and M/s Atul Garg & Associates, Chartered Accountants were appointed as Joint Statutory Auditors of the Company for a term of five years with the approval of Members in their meeting held on 28th August, 2017 at a remuneration of ₹ 9,50,000 and ₹ 11,00,000 per annum respectively plus applicable taxes and re-imbursment of expenses incurred / to be incurred on actual basis. Now it has been proposed to increase the remuneration of Joint Statutory Auditors in view of the monitoring costs and time taken for the audit by the Auditors to ₹ 16,00,000 per annum each to be paid to the Joint Statutory Auditors commencing from the Financial Year 2019-20. The Board of Directors on the recommendation of Audit Committee have approved the aforesaid increase in Remuneration of Joint Statutory Auditors subject to the approval of Shareholders.

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 or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, in the resolution set out at item no. 7 of the notice.

##### **Item No. 8**

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

The Board in its meeting held on 20th May, 2019 have in-principally approved and recommended the invitation and acceptance of Fixed Deposits from the Members and Public pursuant to Sections 73 and 76 of the Companies Act, 2013 ("Act") and Companies (Acceptance of Deposits) Rules, 2014 ("Rules") as one of the modes to meet the ongoing fund requirements of the Company. The Fixed Deposit program would be credit rated on an annual basis. CARE Ratings, a Credit Rating Agency has assigned the credit rating of "CARE A- (Single A MINUS; OUTLOOK : STABLE) for Fixed Deposits to the Company. It is proposed to authorise the Board or a committee thereof to negotiate and finalise the terms of Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental there to.

In compliance with the provisions of Sections 73 and 76 of the Act, read together with Rule 2(e) of the Companies (Acceptance of Deposits) Rules, 2014 approval of the members by way of an ordinary resolution is being sought from the members as set out at item no. 8 of the notice.

The Board recommends the ordinary resolution set out at item no. 8 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. 8 of the notice.

**Item No. 9:**

**Payment of Commission to Non- Executive Independent Directors of the Company.**

Non-Executive Independent Directors have been contributing towards the improved performance of the Company by providing their valuable time, expertise and advice to the Board of Directors.

The Nomination and Remuneration Committee and Board of Directors in its meeting held on 20th May, 2019, have recommended for the payment of Commission up to 1% of the Net Profits for the Financial year 2018-19 of the Company to be paid to such Non-Executive Independent Directors, as a gesture of acknowledging their contribution,.

As per provisions of the Companies Act, 2013, approval of shareholders for payment of commission to Non-Executive Independent Directors, by way of Special Resolution is being sought from the members as set out at item no. 9 of the notice.

The Board recommends the Special Resolution as set out at Item no. 9 of the notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Non-Executive Independent Directors i.e. Shri. Mahesh Prasad Mehrotra, Shri. Ashwani Kumar Gupta, Ms. Nandita Chaturvedi, Shri. Priya Brat, Shri. Harish Saluja and Shri. Rahul Bedi, being recipient of the proposed commission are interested in this resolution.

**Item No. 10-14:**

**Re-appointment of Non Executive Independent Directors of the Company**

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of the Company.

Accordingly, the tenure of Shri. Mahesh Prasad Mehrotra, Shri. Ashwani Kumar Gupta, Shri. Priya Brat, Shri. Rahul Bedi and Shri. Harish Saluja will expire at the conclusion of the ensuing

Annual General Meeting who were appointed at the 79th Annual General Meeting of the Company held on 26th September, 2014 for a period of Five Years and being eligible they have offered themselves for re-appointment.

The Board of Directors of the Company (the "Board") at its meeting held on 20th May, 2019 have considered and recommended for the re-appointment of Independent Directors on the Recommendation of Nomination and Remuneration Committee for another term as mentioned below.

The Company have received declarations from Independent Directors stating that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company have also received declarations from Independent Directors that they are not disqualified from being appointed as a director in terms of Section 164 of the Act and have also received their consent to continue to act as a Director of the Company for following terms:-

Name	Shri. Mahesh Prasad Mehrotra
Terms of Re-appointment	5 Years
Date of Re-appointment	02-09-2019
Date of Expiry of Term	01-09-2024

Name	Shri. Ashwani Kumar Gupta
Terms of Re-appointment	5 Years
Date of Re-appointment	02-09-2019
Date of Expiry of Term	01-09-2024

Name	Shri. Priya Brat
Terms of Re-appointment	2 Years
Date of Re-appointment	02-09-2019
Date of Expiry of Term	01-09-2021

Name	Shri Rahul Bedi
Terms of Re-appointment	1 Year
Date of Re-appointment	02-09-2019
Date of Expiry of Term	01-09-2020

Name	Shri. Harish Saluja
Terms of Re-appointment	1 Year
Date of Re-appointment	02-09-2019
Date of Expiry of Term	01-09-2020

The member are informed that Shri. Mahesh Prasad Mehrotra, Shri Harish and Shri. Priya Brat have attained the age of more than 70 years as on the date of this notice.

The Board recommends the Special Resolutions as set out at the items nos. 10,11,12 ,13 and 14 of the notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri. Mahesh Prasad Mehrotra, Shri. Ashwani Kumar Gupta, Shri. Priya Brat, Shri. Rahul Bedi and Shri. Harish Saluja are in any way, concerned

or interested, in the resolutions set out in item no. 10,11,12 ,13 and 14 respectively of the notice relating to the re-appointment as Non Executive Independent Directors.

**Item No. 15:**

**Re-appointment of Shri. Vijay Kumar Goel as Chairman and Executive Director and to fix his remuneration.**

Shri Vijay Kumar Goel was re-appointed as Chairman and Executive Director of the Company for a period of three years with effect from 1st April, 2017 to 31st March, 2020 which was approved by the shareholders in its meeting held on 28th day of August, 2017.

Now it has been proposed to re-appoint Shri Vijay Kumar Goel as Chairman and Executive Director of the Company for another period of three years w.e.f 01st April, 2020 along with increase in remuneration.

The Company has received a declaration from Shri Vijay Kumar Goel, stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also received his consent to continue to act as a Director of the Company.

Shri Vijay Kumar Goel is in Sugar Industry for over fifty years. Under his able guidance, the Company has achieved different milestones over a period of time. He has held different positions in the sugar industry forums including President of Indian Sugar Mills Association (ISMA). The Company will continue to be benefitted with the rich experience of Shri Vijay Kumar Goel.

Members are informed that Shri Vijay Kumar Goel has attained the age of more than 70 years as on the date of this notice.

The Board of Directors of the Company (the "Board") at its meeting held on 20th May, 2019 have considered and recommended for the re-appointment of Shri Vijay Kumar Goel considering recommendations of Nomination and Remuneration Committee.

The Board recommends the Special Resolution as set out at item no.15 of the notice for approval by the Members.

None of Directors or Key Managerial Personnel except Shri Vijay Kumar Goel himself and Shri Ashok Kumar Goel and Shri Gautam Goel, Directors of the Company, being relatives of Shri Vijay Kumar Goel are interested in this resolution.

**Item No. 16**

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

Shri Ashok Kumar Goel was reappointed as Vice-Chairman and Executive Director of the Company for a period of three years with effect from 1st April, 2017 to 31st March, 2020 which was approved by the shareholders in its meeting held on 28th day of August, 2017.

Now it has been proposed to re-appoint Shri Ashok Kumar Goel as Vice Chairman and Executive Director of the Company for a period of three years w.e.f 01st April, 2020.

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

Shri Ashok Kumar Goel has vast experience of over 45 years in the Sugar Industry. He has been President of Indian Sugar Mills Association (ISMA) and was also the President of U.P. Sugar Mills Association (UPSMA). He is also the Founder President of Indian Agro Paper Mills Association (IAPMA). The Company will continue to benefit from the rich experience of Shri Ashok Kumar Goel.

Member are informed that Shri Ashok Kumar Goel has attained the age of more than 70 years as on the date of this notice.

The Board of Directors of the Company (the "Board") at its meeting held on 20th May, 2019 have considered and recommended for the re-appointment of Shri Ashok Kumar Goel considering recommendations of Nomination and Remuneration Committee.

The Board recommends the Special Resolution as set out at item no.16 of the notice for approval by the Members.

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

**Item No. 17**

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

Shri Gaurav Goel was reappointed as Managing Director of the Company for a period of three years with effect from 1st April, 2017 to 31st March, 2020 which was approved by the shareholders in its meeting held on 28th day of August, 2017.

Now it has been proposed to re-appoint Shri Gaurav Goel as Managing Director of the Company for a period of three years w.e.f 01st April, 2020.

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

Shri. Gaurav Goel, Promoter and Managing Director of the Company. He is a Buisness Management Graduate from the American College of London, United Kingdom. He is having more than two decades Sugar Industry experience and has been associated with Board since 1994. Shri Gaurav Goel has

been the President of Indian Sugar Mills Association during the year 2017-18 and was also the president of the Entrepreneurs Organisation (EO), Delhi Chapter and has been the president of the Young President Organisation ( YPO ) Delhi Chapter during the year 2012-13.

The Board of Directors of the Company (the "Board") at its meeting held on 20th May, 2019 have considered and recommended for the re-appointment of Shri Gaurav Goel considering recommendations of Nomination and Remuneration Committee.

The Board recommends the special resolution as set out at item no.17 of the notice for approval by the Members.

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

#### **Item No. 18**

##### **Re-appointment of Shri. Gautam Goel as Managing Director and to fix his remuneration**

Shri Gautam Goel was reappointed as Managing Director of the Company for a period of three years with effect from 1st April, 2017 to 31st March, 2020 which was approved by the shareholders in its meeting held on 28th day of August, 2017.

Now it has been proposed to re-appoint Shri Gautam Goel as Managing Director of the Company for a period of three years w.e.f 01st April, 2020.

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

Shri. Gautam Goel, Promoter and Managing Director of the Company. He has been affiliated with the Company and served on the Board since 1994. Shri. Gautam Goel has more than two decades of experience in the sugar industry. He has been the president of the Indian Sugar Mills Association during the year 2011-2012.

The Board of Directors of the Company (the "Board") at its meeting held on 20th May, 2019 have considered and recommended for the re-appointment of Shri Gautam Goel considering recommendations of Nomination and Remuneration Committee.

Shri Gautam Goel is a Non- Resident Indian. Accordingly necessary application shall be made to the concerned authorities for his approval for re-appointment and increase in remuneration.

The Board recommends the Special Resolution as set out at item no.18 of the notice for approval by the Members.

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

#### **Item No. 19**

##### **Re-appointment of Shri Sandeep Kumar Sharma as Whole Time Director and to fix his remuneration**

Shri Sandeep Kumar Sharma was appointed as Whole Time Director of the Company w.e.f 1st April, 2017 for a period of three years which was approved by the shareholders in its meeting held on 28th day of August, 2017.

Now it has been proposed to re-appoint him as Whole time Director and of the Company for another period of 3 (three) years w.e.f. 1st April, 2020.

The Company has received a declaration from Shri Sandeep Kumar Sharma, stating that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as a Director.

Shri. Sandeep Kumar Sharma is the Whole time Director and has been associated with the Company since 1980 and has over three decades of experience in administration and operations of sugar mills, power generation plants and chemical plants which helps in enhanced decision making at the Board level.

The Board of Directors of the Company (the "Board") at its meeting held on 20th May, 2019 have considered and recommended for the re-appointment of Shri Sandeep Kumar Sharma considering recommendations of Nomination and Remuneration Committee.

The Board recommends the Special Resolution as set out at item no.19 for approval of the members.

None of Directors or Key Managerial Personnel except Shri Sandeep Kumar Sharma himself is interested in this resolution.

Brief Profiles of Directors as required under regulation (3) of Regulation 36 and 26 (4) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment in Annual General Meeting.

Name of the Non-Executive Independent Directors						
S.No	Particulars	Shri. Mahesh Prasad Mehrotra	Shri Ashwani Kumar Gupta	Shri. Priya Brat	Shri. Rahul Bedi	Shri. Harish Saluja
1.	Date of Birth	26.09.1940	25.08.1954	26.08.1935	12.02.1952	25.12.1938
2.	Date of Re-appointment	02.09.2019	02.09.2019	02.09.2019	02.09.2019	02.09.2019
3.	Qualification	Chartered Accountant	Chartered Accountant	M.Sc. ( Hons ) , Diploma in Banking, Finance and accountancy from Indian Institute of Bankers, Mumbai.	Post Graduate	Science Graduate from Agra University
4.	Experience and Expertise in specific functional areas	Shri. Mahesh Prasad Mehrotra is a Chartered Accountant with experience of over 49 years in the field of finance and taxation. He has wide exposure as an Auditor and Tax Consultant and is an expert in Companies Act and Income Tax Act. He is the founder Partner of Mehrotra & Mehrotra and has been member of several prominent organizations such as Central Board of Trustees, Employees' Provident Fund Organization (EPFO), Ministry of Labour, Govt. of India, and Task Force for MOUs, Ministry of Heavy Industries & Public Enterprises, Govt. of India, Advisory Committee, Handlooms, Ministry of Textiles, and Govt. of India, PHDCCI and ASSOCHAM and several others. He has been the Director of Canara Bank and Trustee, Cochin Port Trust.	Shri. Ashwani Kumar Gupta has vast experience of more than 40 years in the field of Finance, Treasury, Real Estate, Securitization, Re-construction of Assets. He is expert in Sugar, Hospitality and leasing Industry and is on the Board of various prestigious Companies. He has been Government Nominee on the Board of Joint Sector Companies and RBI nominee on the Board of Bank.	Shri. Priya Brat, is a Science graduate and has strong experience in the field of Banking and finance. He has been a banker since 1959 and retired as Dy. MD of State Bank of India. During his remarkable career he has been associated with several major financial institutions. He has been on the Boards of State Bank of Hyderabad, State Bank of Patiala, State Bank of Bikaner & Jaipur, State Bank of Indore, State Bank of Mysore, State Bank of Travancore, state bank of Saurashtra, M. P. State Development Corporation, M. P. State Electronic Development Corporation and OPTEL.	Shri. Rahul Bedi is an experienced Journalist and worked as Indian Correspondent for the Daily Telegraph, UK and Irish Times, Dublin. He specializes in military and security related issues. An MA in English literature from Delhi University and also went to Oriel College, Oxford as the Retuers Fellow in the mid 1980's. He has Co-authored several Books.	Shri. Harish Saluja is having experience of more than 40 years and with vast exposure of the financial market in India.
5.	List of other Public Limited Companies in which directorships held.	I. VLS Finance Ltd. II. South Asian Enterprises Ltd. III. Baroda asset Management Company Limited IV. Delton Cables Limited V. VLS Capital Limited	I. Punjab Housing Finance Limited II. Mani Capital Limited	I. Dhanuka Agritech Limited II. South Asian Enterprises Limited	NIL	I. Revive Reality Limited II. Saraswati Properties Limited

6.	Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee- Chairman	Audit Committee- Member Stakeholder Relationship Committee- Chairman	Audit Committee- Member Stakeholder Relationship Committee- Member	Nil	Stakeholder Relationship Committee- Member
7.	Chairman/Member of the Committees of the Board of Directors of other Companies.					
	a) Audit Committee	I. Delton Cables Limited- Chairman II. VLS Finance Ltd. – Member III. Baroda Pioneer asset Management Company Limited- Member	NIL	I. DhanukaAgritech Limited- Chairman II. South Asian Enterprises Limited- Chairman	NIL	NIL
	b) Stakeholder Relationship Committee	NIL	I. Punjab Housing Finance Limited- Member	NIL	NIL	NIL
8.	No- Of Equity Shares held in the Company	NIL	NIL	NIL	NIL	NIL
9.	Number of Board Meetings attended during the year.	4	4	4	2	3
10.	Terms and Conditions of appointment /re- appointment along with remuneration sought to be paid.	Approval of members has been sought in item no 10 of notice for re-appointment till 01.09.2024.	Approval of members has been sought in item no 11 of notice for re-appointment till 01.09.2024.	Approval of members has been sought in item no 12 of notice for re-appointment till 01.09.2021.	Approval of members has been sought in item no 13 of notice for re-appointment till 01.09.2020.	Approval of members has been sought in item no 14 of notice for re-appointment till 01.09.2020.
11.	The Remuneration last drawn	The Company is Paying Sitting Fees and Commission (as determined) to its Non-Executive Independent Directors, as per Statutory Provisions and within the limits approved by the Shareholders. For remuneration details please refer to Annexure 6 of Board Report.				
12.	Relationship with other Directors, Manager and Key Managerial Personnel	None	None	None	None	None



S.No	Particulars	Name of the Executive Directors					
		Shri. Vijay Kumar Goel	Shri. Ashok Kumar Goel	Shri. Gaurav Goel	Shri. Gautam Goel	Shri. Sandeep Kumar Sharma	
1.	Date of Birth	09.11.1940	01.05.1946	24.09.1973	15.02.1974	08.06.1958	
2.	Date of Re-appointment	01.04.2020	01.04.2020	01.04.2020	01.04.2020	01.04.2020	
3.	Experience and Expertise in specific functional areas	Shri. Vijay Kumar Goel, Chairman of the Company. He is well known Sugar Technologist and Entrepreneur with vast experience of around 59 years and has been associated with the Company since 1960 as Promoter Director. He has held different positions in the sugar industry forums including President of Indian Sugar Mills Association (ISMA), an apex body of sugar manufacturers of India. An avid sportsperson, he has been the founder President of Delhi Squash Association.	Shri. Ashok Kumar Goel, Vice Chairman of the Company. He is having vast years of experience around 50 years. He has been President of Indian Sugar Mills Association (ISMA) and also the President of U.P. Sugar Mills Association (UPSMA). He is also the Founder President of Indian Agro Paper Mills Association (IAPMA). He has represented India at the Bridge Olympiad and the Bermuda bowl. He has been associated with the Company as a Promoter Director since 1969.	Shri. Gaurav Goel, Promoter & Managing Director of the Company. He is a Business Management Graduate from the American College of London, United Kingdom. He is having more than two decades Sugar industry experience and has been associated with Board since 1994. Shri Gaurav Goel has been the President Indian Sugar Mills Association during year 2017-18 and was also the president of the Entrepreneurs Organisation (EO), Delhi Chapter and has been the president of the Young President Organisation ( YPO ) Delhi Chapter during the year 2012-13.	Shri. Gautam Goel, Promoter and Managing Director of the Company. He has been affiliated with the Company and served on the Board since 1994. Shri. Gautam Goel has more than two decades of experience in the sugar industry. He has been the president of the Indian Sugar Mills Association during the year 2011-2012.	Shri. Sandeep Kumar Sharma, Whole Time Director of the Company. He has been associated with the Company since 1980 and has over three decades of experience in administration and operations of sugar mills, power generation plants and chemical plants. He has done Mechanical Engineering from Government Polytechnic Moradabad.	
4.	List of other Public Limited Companies in which directorships held.	I. Goel Investments Limited. II. Saraswati Properties Limited. III. Delton Cables Limited.	I. Goel Investments Limited. II. Shudh Edible Products Limited. III. RKBK Limited	I. Goel Investments Limited. II. Shudh Edible Products Limited. III. Mangalam Cement Limited. IV. Indian Sugar Exim Corporation Limited	I. Goel Investments Limited. II. Shudh Edible Products Limited. III. Saraswati Properties Limited. IV. Sonitron Limited. V. DETS Limited. VI. Eheat Limited	NIL	
5.	Chairman/Member of the Committees of the Board of Directors of the Company	NIL	NIL	Audit Committee- Member	NIL	Stakeholder Relationship Committee- Member	
6.	Chairman/Member of the Committees of the Board of Directors of other Companies.						

	a) Audit Committee	Goel Investments Limited- Member	NIL	Mangalam Cement Limited- Member	NIL	NIL
	b) Stakeholder Relationship Committee	NIL	NIL	Mangalam Cement Limited- Chairman	NIL	NIL
7.	No- Of Equity Shares held in the Company	425466	298000	4211379	4242339	755
8.	Number of Board Meetings attended during the year.	4	4	4	2	3
9.	Terms and Conditions of re-appointment along with remuneration sought to be paid.	Approval of members has been sought in Item no 15 of notice for re-appointment for 3 years w.e.f. 1st April, 2020 till 31st March, 2023. Mentioning detailed terms and conditions.	Approval of members has been sought in Item no 16 of notice for re-appointment for 3 years w.e.f. 1st April, 2020 till 31st March, 2023. Mentioning detailed terms and conditions.	Approval of members has been sought in Item no 17 of notice for re-appointment for 3 years w.e.f. 1st April, 2020 till 31st March, 2023. Mentioning detailed terms and conditions.	Approval of members has been sought in Item no 18 of notice for re-appointment for 3 years w.e.f. 1st April, 2020 till 31st March, 2023. Mentioning detailed terms and conditions.	Approval of members has been sought in Item no 19 of notice for re-appointment for 3 years w.e.f. 1st April, 2020 till 31st March, 2023. Mentioning detailed terms and conditions.
10	The Remuneration last drawn	₹ 55,116,163/- (For remuneration details, Please refer to Annexure 6 of Board Report)	₹ 54,799,451/- (For remuneration details, Please refer to Annexure 6 of Board Report)	₹ 54,810,503/- (For remuneration details, Please refer to Annexure 6 of Board Report)	₹ 54,461,259/- (For remuneration details, Please refer to Annexure 6 of Board Report)	₹ 7,836,881/- (For remuneration details, Please refer to Annexure 6 of Board Report)
11.	Relationship with other Directors, Manager and Key Managerial Personnel	Shri Ashok Kumar Goel – Brother and Shri Gautam Goel- Son	Shri Vijay Kumar Goel – Brother and Shri Gaurav Goel- Son	Shri Ashok Kumar Goel- Father	Shri Vijay Kumar Goel- Father	None

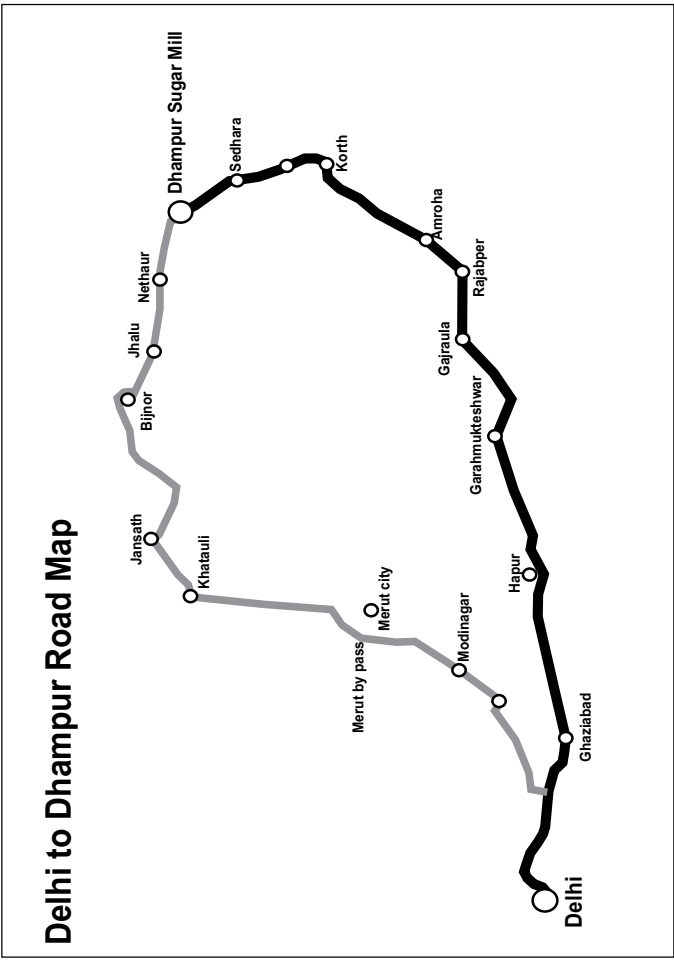
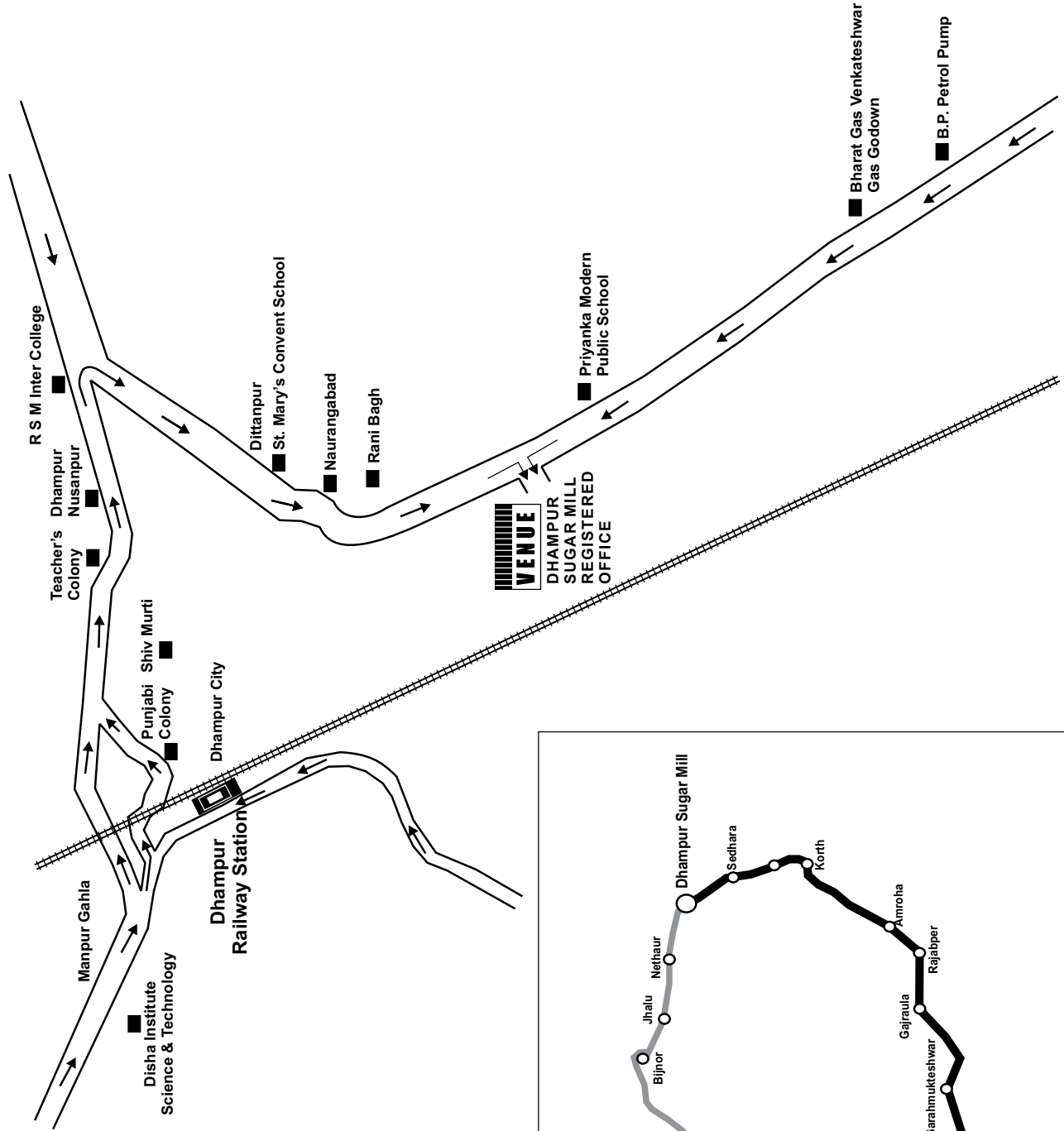
By Order of the Board  
For Dhampur Sugar Mills Limited

(Vijay Kumar Goel)  
Chairman  
(DIN:-00075317)

Place: New Delhi  
Date: 20th May, 2019

# DHAMPUR ROAD MAP

Registered Office of the Company at  
 Sugar Mill Compound,  
 Dhampur, Distt. Bijnor (U.P.)



# PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]



## DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761

Tel: 01344-220006, Fax: 01344-220662

Email: investordesk@dhampur.com

Website: www.dhampur.com, CIN : L15249UP1933PLC000511

### 84th Annual General Meeting on Monday the 2nd day of September, 2019

Name of the member(s) :

Registered address :

Email Id :

Folio No/ DP ID-Client ID No.

I/We, being the member (s) of..... Shares of the above named Company, hereby appoint

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 84th Annual General Meeting of the Company, to be held on Monday, the 2nd Day of September, 2019 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.) at 2.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above Proxy to vote in the manner as indicated in the box below::

Resolution Number	Resolution	Against	For
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Balance Sheet as at 31st March, 2019 and the Profit & Loss Account of the Company for the year ended 31st March, 2019 together with Board's Report and Auditors' Report thereon.		
2	To confirm the payment of Interim Dividend of Rs. 3.50 per Equity Share of Rs. 10 each and to declare Final Dividend Rs. 3.00 per Equity Share of Rs. 10 each for the Financial Year 2018-19.		
3	Appointment of Director in place of Shri Vijay Kumar Goel, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of Director in place of Shri Ashok Kumar Goel, who retires by rotation and being eligible, offers himself for re-appointment.		
5	Appointment of Director in place of Shri Gaurav Goel, who retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
6	Ratification of Remuneration to the Cost Auditor for the Financial Year 2019-20.		
7	Increase in remuneration of Statutory Auditors of the Company.		
8	Invitation and Acceptance of Fixed Deposits from the Members and Public.		
9	Payment of Commission to Non-Executive Independent Directors of the Company.		
10	Re-appointment of Shri. Mahesh Prasad Mehrotra, Non-Executive Independent Director of the Company.		
11	Re-appointment of Shri. Ashwani Kumar Gupta, Non-Executive Independent Director of the Company.		
12	Re-appointment of Shri Priya Brat, Non-Executive Independent Director of the Company		
13	Re-appointment of Shri Rahul Bedi, Non-Executive Independent Director of the Company.		
14	Re-appointment of Shri Harish Saluja, Non-Executive Independent Director of the Company.		
15	Re-Appointment of Shri Vijay Kumar Goel, as Chairman and Executive Director and to fix his remuneration		
16	Re-Appointment of Shri Ashok Kumar Goel, as Vice- Chairman and Executive Director and to fix his remuneration.		
17	Re-Appointment of Shri Gaurav Goel, as Managing Director and to fix his remuneration		
18	Re-Appointment of Shri Gautam Goel, as Managing Director and to fix his remuneration.		
19	Re-Appointment of Shri Sandeep Kumar Sharma, as Whole Time Director and to fix his remuneration.		

Signed this.....day of.....2019.

.....  
Signature of shareholder

.....  
Signature of Proxy holder(s)

Affix One  
Rupee  
Revenue  
Stamp

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. \*\*It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 84th Annual General Meeting.