

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
Ordinary Business			
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.		
Special Business			
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.