



## 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

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the 82nd Annual General Meeting of the Company shall be held on Monday, the 28th day of August, 2017 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.) 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, 2017 and the Profit & Loss Account of the Company for the year ended 31st March, 2017 together with Board's Report and Auditors' Report thereon.

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

To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the Financial Year 2016-17.

##### **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.

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

#### **Appointment of Statutory Auditors of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of Companies Act, 2013,

M/s TR Chadha & Co., Chartered Accountants, (Firm Registration number 006711N/N500028) and M/s Atul Garg & Associates, Chartered Accountants, (Firm Registration number 01544C) be and are hereby appointed as Joint Statutory Auditors of the Company in place of M/s Mittal Gupta & Company, Chartered Accountants, Kanpur, (Firm Reg No. 01874C) to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of Eighty Seventh AGM to be held in the year 2022 ( subject to ratification of their appointment at every AGM if so required under the Act ), at a remuneration of ₹ 9,50,000 and ₹ 11,00,000 per annum and applicable taxes and re-imburement of expenses incurred / to be incurred on actual basis.

#### **Special Business:**

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

#### **Payment of Remuneration to the Cost Auditor for the Financial Year 2017-18:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 (3) 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 ₹ 1,50,000/- and 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 2017-18 by the Board of Directors of the Company.

##### **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 a Special Resolution:-

**“RESOLVED** that pursuant to the provisions of Sections 73, 76 and all other applicable provisions, if any, of the Companies Act,

2013 ("Act") and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the members be and is here by accorded to the Board of Directors of the Company to invite and accept fixed deposits from the public and members within limits prescribed in the Act and the overall borrowing limits of the Company, as approved by the Members, from time to time.

**"RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to finalize the scheme for invitation and acceptance of fixed deposits from the members and the public and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

#### **Item No. 9**

#### **Payment of Commission to Non-Executive Directors of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the Company be and is hereby authorized to pay Commission to all the non-executive Directors ( i.e. except the Managing Director, Executive Directors and Institutional Directors ) of the amount as may be decided by the Board, subject however that the aggregate of such commission shall not exceed to 1% of the net profit of the Company for Financial Year 2017-18, computed in the manner referred to Section 198(1) of the said Act."

**"RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all the necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **Item No. 10**

#### **Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification (s) or reenactment thereof, for the time being in force) the draft Articles as contained in the Articles of Association, submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the provisions contained in the existing Articles of Association of the Company.

**"RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all the necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **Item No. 11**

#### **Re-appointment of Shri V.K. Goel, Chairman and Executive Director of the Company and to fix his remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149,152,196,197,198,202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time and other Government/other regulatory approvals as may be required from time to time, the Company hereby approves re-appointment of Shri V.K. Goel as Chairman and Executive Director of the Company for a further period of 3 (Three) years with effect from 1st April 2017.

**RESOLVED FURTHER THAT** the yearly 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 perquisites to be paid to Shri V.K Goel, Chairman and Executive Director, for a period of three years with effect from 1st April , 2017 are as under:

#### **Remuneration:**

**Salary:** With effect from 1st April, 2017, ₹1, 25, 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 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.

**Gratuity:** At the rate of half month's salary for each completed year of service as per the existing policies of the Company.

**Conveyance:** For use of Company's Car for private purposes a sum of ₹1000/- per month to be paid to the company.

**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 V.K Goel be also paid remuneration by way of Commission @1.5% 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 V.K Goel, will not exceed 5% 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 the Board of Directors be and is hereby authorized to do all the necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **Item No. 12**

#### **Re-appointment of Shri A.K. Goel, Vice Chairman and Executive Director of the Company and to fix his remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149,152,196,197,198,202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time and other Government/other regulatory approvals as may be required from time to time, the Company hereby approves re-appointment of Shri A.K. Goel as Vice Chairman and Executive Director of the Company for a period of 3 (Three) years with effect from 1st April 2017.

**RESOLVED FURTHER THAT** the yearly 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 perquisites to be paid to Shri A.K Goel, Vice Chairman and Executive Director, for a period of three years with effect from 1st April , 2017 are as under:

#### **Remuneration:**

Salary: With effect from 1st April, 2017, ₹ 1,25, 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.

**Gratuity:** At the rate of half month's salary for each completed year of service as per the existing policies of the Company.

**Conveyance:** For use of Company's Car for private purposes a sum of ₹ 1000/- per month to be paid to the company.

**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 A.K. Goel be also paid remuneration by way of Commission @1.5% 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 A.K. Goel, will not exceed 5% 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 the Board of Directors be and is hereby authorized to do all the necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **Item No. 13**

#### **Re-appointment of Shri Gaurav Goel, Managing Director of the Company and to fix his remuneration**

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

**RESOLVED THAT** pursuant to the provisions of Section 149,152,196,197,198,202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time and other Government/other regulatory approvals as may be required from time to time, the Company hereby approves re-appointment of Shri Gaurav Goel as Managing Director of the Company for a further period of 3 (Three) years with effect from 1st April 2017.

**RESOLVED FURTHER THAT** the yearly 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 perquisites to be paid to Shri Gaurav Goel, Managing Director for a period of three years with effect from 1st April, 2017 are as under:

#### **Remuneration :**

**Salary:** With effect from 1st April, 2017, ₹ 1,25,00,000 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 as per the existing policies of the Company.

**Conveyance:** For use of Company's Car for private purposes a sum of ₹ 1000/- per month to be paid to the company.

**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 @1.5% 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% 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 the Board of Directors be and is hereby authorized to do all the necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **Item No. 14**

##### **Re-appointment of Shri Gautam Goel, Managing Director of the Company and to fix his remuneration**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152,196,197,198,202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time, Central Government approval and other Government/other regulatory approvals as may be required from time to time, the Company hereby approves re-appointment of Shri Gautam Goel as Managing Director of the Company for a further period of 3 (Three) years with effect from 1st April 2017.

**RESOLVED FURTHER THAT** the yearly 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 perquisites to be paid Shri Gautam Goel, Managing Director, for a period of three years with effect from 1st April, 2017 are as under:

#### **Remuneration :**

**Salary:** With effect from 1st April, 2017, ₹ 1,25,00,000 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 as per the existing policies of the Company.

**Conveyance:** For use of Company's Car for private purposes a sum of ₹1000/- per month to be paid to the company.

**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 @ 1.5% 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% 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 the Board of Directors be and is hereby authorized to do all the necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **Item No. 15**

##### **Re-appointment of Shri Sandeep Sharma , Whole Time Director of the Company and to fix his remuneration**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152,196,197,198,202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time and other Government/other regulatory approvals as may be required from time to time, the Company hereby approves re-appointment of Shri Sandeep Sharma, as Whole Time Director of the Company with effect from 1st April, 2017 for a period of three years 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:

**a) REMUNERATION :**

**SALARY:** ₹ 60,00,000/- per annum (In grade of 10% increase every year)

**b) 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 in once in a year.

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

**LEAVE ENCASHMENT:** To the extent of one month's salary in a year.

**OTHER ALLOWANCES:** ₹15,672/- (Bonus, CEA, PDA and servant allowance)

**FURNITURE ALLOWANCE:** is also being paid ₹ 11,140/- quarterly.

**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 as per the existing policies of the Company.

**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 service period of Shri Sandeep Sharma, as Whole Time Director.

**"RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all the necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

(V. K. GOEL)  
Chairman  
(DIN:-00075317)

Place :New Delhi  
Date :25.05.2017

**NOTES:**

1. 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 members and holding in aggregate not more than ten percent 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 Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 21st August, 2017 to Monday, 28th August, 2017 (both days inclusive).

4. Members are requested to hand over 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.

5. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after September 4, 2017.

i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, 21st August, 2017.

ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Monday, 21st August, 2017;

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 Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s Alankit Assignments Limited, IE/13, Jhandewalan Extension, New Delhi-55 or to the Company.
8. 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.
9. 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.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts.
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 shareholding to avail benefit of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificate to M/s Alankit Assignments Ltd., Registrar & Transfer Agent for consolidation into a single folio.
13. Details pertaining to Directors seeking appointment/ re-appointment required as per sub-regulation (3) of Regulation 36 of the Listing Regulations has been provided in the Corporate Governance Report, forming Part of Annual Report.
14. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, application money, debenture interest

and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were applicable with effect from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed /unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has sent notice to all the members whose Dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Members are requested to claim the same on or before 31st July, 2017. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Member can file only one consolidated claim in a financial year as per the IEPF Rules.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Financial Year Ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
31.03.2011	01.08.2011	31.07.2018	01.08.2018
31.03.2012	15.09.2012	14.09.2019	15.10.2019
31.03.2013	20.09.2013	19.09.2020	20.10.2020
31.03.2017	10.02.2017	10.02.2022	10.03.2022

Shareholders who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Transfer Agents, M/s Alankit Assignments Limited immediately. Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.

15. Electronic copy of Annual Report and Notice 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.
16. In terms of Circular No. NSDL/CIR/II/10/2012 dated March 09, 2012, for those Members whose Depository Participant accounts do not contain the details of their email addresses, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2017 are being despatched in the mode prescribed under Companies Act, 2013.
17. The documents referred to in the accompanying Notice and the Annual Report are open for inspection at the Registered Office of the Company during the office hours between 10.00 A.M. and 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.
18. Members holding Shares in physical form are requested to furnish their email id by post or by emailing to [investordesk@dhampur.com](mailto: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](http://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 82nd AGM is given at the end of this Notice.
20. Voting through electronic means:

**E-voting:**

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 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 also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. 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).

Shri Saket Sharma, of M/s GSK & Associates, Company Secretaries (Membership No. F4229, C.P. No. 2565), who has consented to act 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.

The procedure with respect to e-voting is provided below:

- A) In case of Members receiving notice by e-mail from NSDL:
  - i. Open e-mail and open the attached PDF file viz;" DSML. e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "user ID" and "password for e-voting". Please note that this password is an initial password.
  - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
  - iii. Click on "Shareholder-Login".
  - iv. Put your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
  - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to 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 'Forgot Password' option available on the site to reset the same.
  - vi. Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".



- vii. Select "EVEN" (E Voting Event Number) of Dhampur Sugar Mills Limited for casting your vote.
  - viii. Now you are ready for e-voting as "Cast Vote" page opens.
  - ix. Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional Shareholders and bodies corporate (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutinizer through e-mail to- [saketcfs@gmail.com](mailto:saketcfs@gmail.com) with a copy marked to- [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B) In case of Members receiving physical copy of Notice of Annual General Meeting :
- a. User ID and Initial password sent separately.
  - b. Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned in (A) above, to cast your vote.

**Other Instructions:**

- I. 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 21st August, 2017, may obtain their user ID and password for e-voting from the Company or NSDL (Phone:+91-22-2499 4600). 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.
- II. The remote e-voting facility starts on Friday, 25th August, 2017 at 9.00 a.m. and ends on Sunday, 27th August, 2017 at 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 21st August, 2017, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Sunday, 27th August, 2017. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- III. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Telephone No.: 022-2499 4600.
- IV. 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.
- V. 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.
- VI. 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.

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

**Item No. 6**

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s Mittal Gupta & Company were Auditors of the Company for several years. Pursuant to the introduction of Companies Act, 2013 and provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s Mittal Gupta & Company can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors have, based on the recommendation of the Audit Committee, at its meeting held on 25th May, 2017 proposed the appointment of M/s TR Chadha & Co., Chartered Accountants, (Firm Registration number 006711N/N500028) and M/s Atul Garg & Associates, Chartered Accountants, (Firm Registration number 01544C ) as Joint Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Eighty Seventh AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

M/s TR Chadha & Co., and M/s Atul Garg & Associates, have consented to their appointment as Joint Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution 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 any way, concerned or interested in the Resolution set out at Item No. 6 of the Notice.

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

The Board have on 25th May 2017 on the recommendation of the Audit Committee, approved the appointment and remuneration of Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) the Cost Auditors to conduct the audit of the Company for the Financial Year 2017-18 and remuneration of ₹1,50,000/- 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 2017-18 by way of an Ordinary Resolution is being sought from the members as set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution 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 any way, concerned or interested, in there solution set out at Item No. 7 of the Notice.

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

The Board of Directors at their meeting held on 25th May 2017, have in-principle 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 and the Company may provide deposit insurance cover, if required under the Act read with the said Rules. 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 thereto.

In compliance with the provisions of Section 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 special resolution is being sought.

#### **Item No. 9**

Non-Executive Independent Directors have been putting their whole hearted efforts by not only providing their expert advice to the Board of Directors but also providing efficient fool proof check and balance system, which results in improved performance of the Company.

As a gesture of acknowledging their devotion, it is proposed that for the year 2017-18, upto 1% commission of the net profits of the Company be recommended to be paid to such Non-Executive Non Institutional Independent Directors.

The Board of Directors and Nomination and Remuneration Committee have also recommended the same in their respective meetings.

As per provisions of the company law, approval of shareholders is required for payment of commission to Non Executive Directors. Hence, this resolution is placed before the shareholders to pass it as special resolution.

None of the Directors and Key Managerial Personnel except Shri M.P Mehrotra, Shri Ashwani K Gupta, Shri Priya Brat, Shri Harish Saluja, Shri Rahul Bedi and Smt. Nandita Chaturvedi being recipient of the proposed commission are interested in this resolution.

#### **Item No. 10**

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated in 1933 under the Companies Act prevalent at that time. Further amendments were adopted from time to time, over the past several years including the substantial changes as per Companies Act, 1956 and when the company went to the public. The references to specific Sections of the Companies Act, 1956 in the existing Articles of Association are no longer in conformity with the Companies Act, 2013. Considering that substantive Sections of the Companies Act, 2013 which deal with the general working of the Companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of the Companies Act, 2013 including the Rules framed thereunder and adoption of specific Sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

Certain provisions of existing Articles of Association have been simplified by providing reference to relevant provisions of the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The draft articles, proposed to be passed in this meeting are available and can be viewed at company's website at [www.dhampur.com](http://www.dhampur.com)

Provisions of the company law make it mandatory to seek approval of shareholders by way of special resolution to amend the articles of the company.

None of the Directors and Key Managerial Personnel can be considered concerned or interested in this resolution.

#### **Item No. 11**

Shri V.K. Goel was reappointed as Chairman and Executive Director of the Company for a period of three years with effect from 1st April, 2015 to 31st March, 2018 which was approved by the shareholders in its meeting held on 11th September, 2015.

Now it has been proposed to re-appoint Shri V.K Goel as Chairman and Executive Director of the Company for a period of three years w.e.f 01st April, 2017 along with increase in remuneration.

The Nomination and Remuneration committee in its meeting held on 25th May, 2017 has considered and recommended for re-appointment of Shri V.K Goel as Chairman and Executive Director at a remuneration as set out in resolution given in item No. 11.

The Board commends the Special Resolution as set out at Item No.11 of the Notice for approval by the Members.

Shri V.K Goel is in Sugar Industry for the last more than 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. The Company will continue to be benefitted with the rich experience of Shri V.K Goel, who is considered as legend in the Sugar industry. Further keeping in view the time and efforts put by Shri V.K Goel, it is proposed to increase his remuneration as stated in the resolution and to re-appoint him for a period of three years.

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

#### **Item No. 12**

Shri A. K. Goel was reappointed as Vice-Chairman and Executive Director of the Company for a period of three years with effect from 1st April, 2015 to 31st March, 2018 which was approved by the shareholders in its meeting held on 11th September, 2015.

Now it has been proposed to re-appoint Shri A.K Goel as Vice Chairman and Executive Director of the Company for a period of three years w.e.f 01st April, 2017.

The Nomination and Remuneration committee in its meeting held on 25th May, 2017 has considered and recommended for

re-appointment of Shri A.K Goel as Vice Chairman and Executive Director at a remuneration as set out in resolution given in item No. 12

The Board commends the Special Resolution as set out at Item No.12 of the Notice for approval by the Members.

Shri A.K Goel has vast experience of over 45 years in the Sugar and Paper Industry. 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). The Company will need his vision and experience. Keeping in view the time and efforts put by Shri A.K Goel, it is proposed to increase his remuneration as stated in the resolution and re-appoint him for a period of three years.

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

#### **Item No. 13**

Shri Gaurav Goel was reappointed as Managing Director of the Company for a period of three years with effect from 1st April, 2015 to 31st March, 2018 which was approved by the shareholders in its meeting held on 11th September, 2015.

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, 2017

The Nomination and Remuneration committee in its meeting held on 25th May, 2017 has considered and recommended for re-appointment of Shri Gaurav Goel as Managing Director, at a remuneration as set out in resolution given in item No. 13.

The Board commends the Special Resolution as set out at Item No.13 of the Notice for approval by the Members.

Shri Gaurav Goel is having more than a decade, Sugar Industry experience. Shri Gaurav Goel is currently the Director of Indian Sugar Exim Corporation Limited and the member of a committee of Indian Sugar Mills Association and The Associated Chambers of Commerce and Industry of India. During the year 2006-2007, he was also the president of the Entrepreneurs Organization, Delhi Chapter. He is a Business Management Graduate from United Kingdom and has been associated with the Company since 1994. He is responsible for the overall management of financial aspects.

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

**Item No. 14**

Shri Gautam Goel was reappointed as Managing Director of the Company for a period of three years with effect from 1st April, 2015 to 31st March, 2018 which was approved by the shareholders in its meeting held on 11th September, 2015.

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, 2017.

The Nomination and Remuneration committee in its meeting held on 25th May, 2017 has considered and recommended for re-appointment of Shri Gaurav Goel as Managing Director, at a remuneration as set out in resolution given in Item No. 14.

Shri Gautam Goel is 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 commends the Special Resolution as set out at Item No.14 of the Notice for approval by the Members.

Shri Gautam Goel is having more than a decade, Sugar Industry experience. He has been the president of Indian Sugar Mills Association from 2011 to 2012. He has been associated with the Company since 1994 and is responsible for the technical and working aspect of operations.

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

**Item No. 15**

Shri Sandeep Sharma was appointed as Whole Time Director of the Company w.e.f 23rd June, 2014 for a period of three years which was approved by the shareholders in its meeting held on 26th September, 2014.

Now it has been proposed to re-appoint Shri Sandeep Sharma as Whole Time Director of the Company for a period of three years w.e.f 1st April, 2017.

The Nomination and Remuneration committee in its meeting held on 25th May, 2017 has considered and recommended for re-appointment of Shri Sandeep Sharma as Whole Time Director, at a remuneration as set out in resolution given in item no. 15.

Shri Sandeep Kumar Sharma is 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.

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

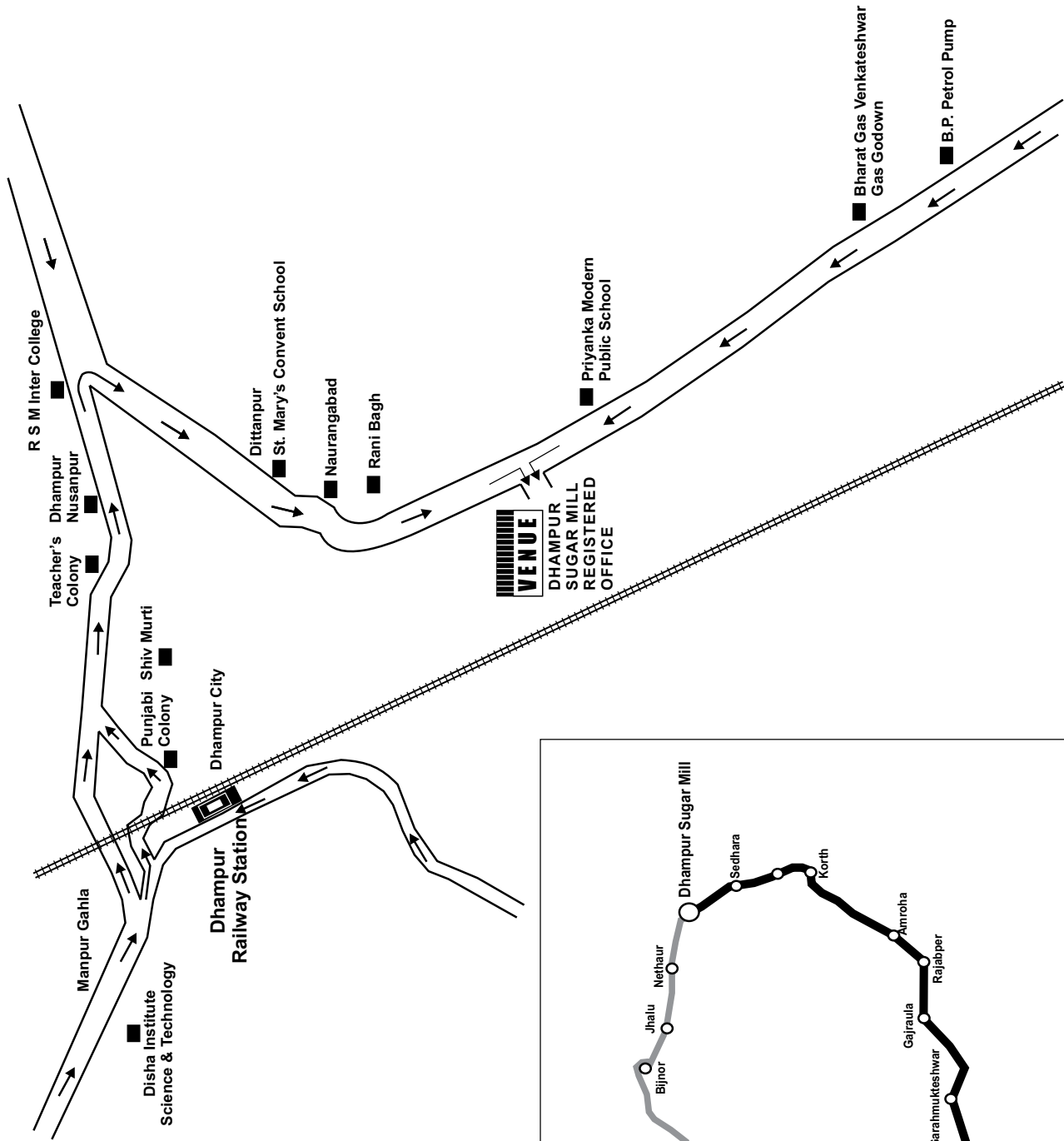
By Order of the Board  
For **Dhampur Sugar Mills Limited**

**(V. K. GOEL)**  
Chairman  
(DIN:-00075317)

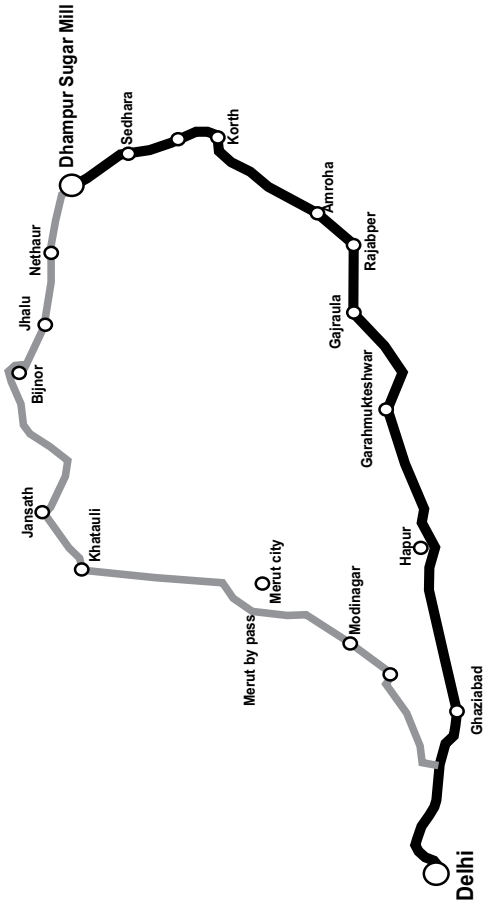
Place :New Delhi  
Date :25.05.2017

# DHAMPUR ROAD MAP

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



## Delhi to Dhampur Road Map



# 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: investordeskd@dhampur.com

Website: www.dhampur.com, CIN : L15249UP1933PLC000511

### 82nd Annual General Meeting on Monday the 28th August, 2017

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 82nd Annual General Meeting of the Company, to be held on Monday, the 28th Day of August, 2017 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, 2017 and the Profit & Loss Account of the Company for the year ended 31st March, 2017 together with Board's Report and Auditors' Report thereon.		
2	To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the Financial Year 2016-17.		
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.		
6	Appointment of Joint Statutory Auditors of the Company		
<b>Special Business</b>			
7	Ratification of Remuneration to the Cost Auditor for the Financial Year 2017-18:		
8	Invitation and Acceptance of Fixed Deposits from the Members and Public.		
9	Payment of Commission To Non-Executive Directors of the Company		
10	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		
11	Re-appointment of Shri V.K. Goel, Chairman and Executive Director of the Company and to fix his remuneration.		
12	Re-appointment of Shri A.K. Goel, Vice Chairman and Executive Director of the Company and to fix his remuneration		
13	Re-appointment of Shri Gaurav Goel, Managing Director of the Company and to fix his remuneration		
14	Re-appointment of Shri Gautam Goel, Managing Director of the Company and to fix his remuneration		
15	Re-appointment of Shri Sandeep Sharma, Whole Time Director of the Company and to fix his remuneration		

Signed this.....day of.....2017.

.....  
Signature of shareholder

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

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 82nd Annual General Meeting.



## DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761

Tel: 01344-220006, Fax: 01344-220662

Email: investordes@dhampur.com, Website: www.dhampur.com

CIN : L15249UP1933PLC000511

**82<sup>nd</sup> Annual General Meeting-Monday, August 28, 2017**

Name of the Member  
(In Block Letters)

Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends  
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I/We hereby record my / our presence at the 82nd Annual General Meeting of the Company to be held on Monday, the 28th day of August, 2017 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.) at 2.00 p.m.

.....  
**Signature of the Member**

.....  
**Signature of the Proxy Holder(s)**

**Note:**

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER** at the entrance of the Meeting Venue.
2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
3. Electronic copy of the Annual Report for the Financial year 2016-17 & Notice of the AGM alongwith the attendance slip & Proxy form is being sent to all the members whose email address is registered with the Company / DP unless any member has requested for a hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
4. Physical copy of the Annual Report for the Financial year 2016-17 & the Notice of the AGM alongwith Attendance Slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
5. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

.....  
**Signature of the Member**

.....  
**Signature of the Proxy Holder(s)**

### E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read the instructions given in the Notice of AGM before casting your vote through e-voting.