



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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 83rd Annual General Meeting of the Company shall be held on Thursday, the 30th day of August, 2018 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, 2018 and the Profit & Loss Account of the Company for the year ended 31st March, 2018 together with Board's Report and Auditors' Report thereon.

Item No. 2

To confirm the payment of Interim Dividend of ₹ 3.00 per Equity Share of ₹ 10 each paid during the year as Final Dividend for the year ended 31st March, 2018.

Item No. 3

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

Item No. 4

To appoint a Director in place of Shri Sandeep Kumar Sharma, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

Item No. 5

Payment of Remuneration to the Cost Auditor for the Financial Year 2018-19:

To consider, and if thought fit, to pass with the following resolution 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 (“the Act”) and rules made thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹ 1,50,000/- and applicable taxes and re-imbursalment 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 2018-19 by the Board of Directors of the Company.”

Item No. 6

Approval of charges for service of documents on the Shareholders:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 (“the Act”) and other applicable provisions, if any, of the said Act and relevant rules made there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least 10 days in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

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

Item No. 7

Continuation of the term of Shri. Priya Brat, Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder, Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri. Priya Brat as an Independent Director, who is 83 years of age, till the expiry of his present term, i.e. up to 25th September 2019, as approved by the shareholders vide their ordinary resolution in their 79th Annual General Meeting held on 26th September, 2014.

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

Item No. 8

Continuation of the term of Shri. Mahesh Prasad Mehrotra, Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri. Mahesh Prasad Mehrotra as an Independent Director, who is 78 years of age, till the expiry of his present term, i.e. up to 25th September 2019, as approved by the shareholders vide their ordinary resolution in their 79th Annual General Meeting held on 26th September, 2014.

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

Item No. 9

Continuation of the term of Shri. Harish Saluja, Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri. Harish Saluja as an Independent Director, who is 80 years of age, till the expiry of his present term, i.e. up to 25th September 2019, as approved

by the shareholders vide their ordinary resolution in their 79th Annual General Meeting held on 26th September, 2014.

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

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

(V. K. GOEL)

Chairman

(DIN:-00075317)

Place :New Delhi

Date :9th May, 2018

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 Notice. 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 to be transacted in the Annual General Meeting as set out in the Notice is annexed as Annexure 1.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd August, 2018 to Thursday, 30th August, 2018 (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. The Board of Directors, had declared interim dividend at 30% i.e. ₹ 3.00 per Equity Share of ₹ 10 each at its meeting held on 31st January, 2018 and the same was paid to:

- I. all the Beneficial Owners in respect of Shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on the close of Business Hours on Friday, 9th February, 2018 and
- II. all Members in respect of Shares held in Physical form with giving effect to valid transfers in respect of transfers lodged with the Company as on the close of business hours on Friday, 9th February, 2018.

The Interim Dividend declared by the Board of Directors is being proposed to be confirmed as Final Dividend for the Financial Year 2017-18.

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, 1E/13, Jhandewalan Extension, New Delhi-55 or to the Company.
8. In order to facilitate payment of dividends, Securities Exchange Board of India (SEBI) has vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 - dated April 20, 2018, has mandated the Company/RTA to obtain copy of PAN Card and Bank account details from all the shareholders holding shares in physical form. Accordingly, members are requested to kindly furnish self-attested copy of their PAN card and bank details, to facilitate directly credit of dividend in to bank account.
9. 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.
10. 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.
11. 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.
12. 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.

13. 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.
14. Details 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/continuation at the 83rd Annual General Meeting forms part of this notice.
15. Details of Non- Executive Directors including Independent Directors as per Secretarial Standard - 2 forms part of this notice.
16. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to the Sections 124 and 125 of the Companies Act, 2013, 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, the said Section and Rules, amongst other matters, contain provisions for transfer of all shares in respect of 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, are required to be transferred to the IEPF Suspense Account. Upon transfer of such shares, all Corporate benefits accruing on such shares shall also be credited to the IEPF Suspense Account/IEPF, as the case may be and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

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	30.08.2018
31.03.2012	15.09.2012	14.09.2019	13.10.2019
31.03.2013	20.09.2013	19.09.2020	18.10.2020
31.03.2017	10.02.2017 (Interim)	09.02.2024	08.03.2024
31.03.2017	28.08.2017	27.07.2024	26.08.2024
31.08.2018	31.01.2018 (Interim)	30.12.2025	29.01.2026

17. 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.
18. 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, 2018 are being despatched in the mode prescribed under Companies Act, 2013.
19. 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.
20. Members holding Shares in physical form are requested to furnish their email id by post or by emailing to 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.
21. A route map showing directions to reach the venue of 83rd AGM is given at the end of this Notice.
22. 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 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 Form at the AGM in addition to the electronic voting system mentioned above.
- III. The remote e-voting facility starts on Monday, 27th August, 2018 (9.00 A.M) and ends on Wednesday, 29th August, 2018 (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 Thursday, 23rd August, 2018, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at Wednesday, 29th August, 2018(5.00 P.M). Once the vote on a resolution is cast by the Member, the Member 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.evoting.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 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 9. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 10. Now, you will have to click on "Login" button.
 11. 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, with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at 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 Thursday, 23rd August, 2018, 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.
- 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

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.

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 and on the website of NSDL at 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 9TH MAY, 2018

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

Item No. 5

The Board have on 9th May, 2018 on the recommendation of the Audit Committee, 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 2018-19 on a 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 2018-19 by way of an Ordinary Resolution is being sought from the members as set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 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 solution set out at Item No. 5 of the Notice.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013 ("the Act"), a document may be served on any member of the Company by sending it to him / her by post or by registered post or by speed post or by courier or by delivery at his / her office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 of the Act states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Currently, the Company and Alankit Assignments Ltd (Registrar & Transfer Agent) are sending all the documents including annual reports, notices to the members through courier, registered post and speed post, and by electronic mode to those members who have registered for delivery of annual reports electronically.

A request under the Section 20 of the Act has been received by the Company from a member requesting to serve documents to him by speed post only upon payment of fees as prescribed by the Company in its Annual General Meeting.

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 solution set out at Item No. 6 of the Notice.

Item no. 7-9

At the 79th Annual General Meeting of the Company held on 26th September, 2014, Shri. Priya Brat, Shri. Mahesh Prasad Mehrotra and Shri. Harish Saluja were appointed as Independent Directors to hold office from 26th September, 2014 up to 25th September, 2019.

Members may note that SEBI vide its notification dated 9th May, 2018 has amended Regulation 17 of SEBI (LODR), 2015 effective from April 01, 2019, which reads as under:-

No Listed entity shall appoint a person or continue the directorship of any person as a non- executive director who has attained the age of seventy five years unless a special resolution passed to that affect, in which case the explanatory statement annexed to the notice for such motion shall indicate justification appointing such a person."

In view of the above, following are the Independent Directors of the Company, who have attained the age of 75 years and can't continue as Non-Executive Directors from 1st April, 2019 unless special resolution has been passed by the Shareholders of the Company in this regard.

Name	Shri. Priya Brat
Date of Birth	20-08-1935
Age	83 Years
Date of Appointment	26-09-2014
Date of Expiry of Term	25-09-2019

Name	Shri. Mahesh Prasad Mehrotra
Date of Birth	26-09-1940
Age	78 Years
Date of Appointment	26-09-2014
Date of Expiry of Term	25-09-2019

Name	Shri. Harish Saluja
Date of Birth	25-12-1938
Age	80 Years
Date of Appointment	26-09-2014
Date of Expiry of Term	25-09-2019

The Company has also received declarations from Shri Priya Brat , Shri. Mahesh Prasad Mehrotra and Shri. Harish Saluja that they meet the criteria of Independence as prescribed under sub section (6) of Section 149 of Companies Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, in the best interest of the Company, the Nomination and Remuneration Committee and Board of Directors have approved the continuance of Directorship of Shri Priya Brat, Shri. Mahesh Prasad Mehrotra and Shri. Harish Saluja as Independent Directors from 1st April, 2019 till their present term expiring on 25th September, 2019.

Justification for the continuation of term of Shri. Priya Brat, Shri. Mahesh Prasad Mehrotra and Shri. Harish Saluja, as Independent Directors:

Shri. Priya Brat has strong experience in the field of banking and finance coupled with his long association with the Company which enables him to provide valuable guidance on complications

of finance in sugar industry. Looking into these aspects it is justified that he continues as Director in the Company.

Shri. Mahesh Prasad Mehrotra, is Chartered Accountant by profession with expertise in Finance and Taxation. His experience in the same helps management in taking financial and business decisions diligently considering nature of Sugar Industry .Looking into these aspects it is justified that he continues as Director in the Company.

Shri. Harish Saluja, is associated with the Company since long. He has over 5 decades of varied business experience in sectors including sugar, energy, real estate and infrastructure, which helps in enhanced and effective discussion at Board level thereby contributing in effective decision making by the Company. Looking into these aspects it is justified that he continues as Director in the Company.

The Board commends the Special Resolution set out at Item No.7, 8 & 9 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Priya Brat , Shri. Mahesh Prasad Mehrotra and Shri. Harish Saluja are in any way, concerned or interested, in the resolutions set out in item No 7,8 & 9 of the Notice relating to the continuation of appointment as Independent Director from 1st April, 2019 to their present term expiring on 25th September, 2019.

Brief profiles of non-executive directors is given hereunder justifying their continuation as Director as they are above the age of 75 years and approval of shareholders is sought in terms of amended provisions of Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 (effective from 1st April 2019).

Shri Priya Brat

1.	Age	83 years
2.	Date of Appointment on the Board	26.09.2014 (Originally 13.12.2002)
3.	Qualifications	M.Sc.(Hons) , Diploma in Banking, finance and accountancy from Indian Institute of Bankers, Mumbai.
4.	Experience and Expertise in specific functional areas	Shri. Priya Brat, is a science graduate and started his career as an academician but 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.
5.	List of other Public Limited Companies in which directorships held.	1. Dhanuka Agritech Limited 2. South Asian Enterprises Limited
6.	Chairman/Member of the Committees of the Board of Directors of the Company.	Audit Committee- Member Stakeholder Relationship Committee- Member
7.	Chairman/Member of the Committees of the Board of Directors of the other Companies.	
	a) Audit Committee	Dhanuka Agritech Limited- Chairman South Asian Enterprises Limited- Chairman
	b) Stakeholder Relationship Committee	NA
8.	No-Of Equity Shares held in the Company	NIL
9.	Number of Board Meetings attended during the year.	4
10.	Terms and Conditions of appointment /re-appointment along with remuneration sought to be paid	Approval of members is sought in Item no 7 of notice for continuation of directorship till his present term.

11.	The Remuneration last drawn	The Non- Executive Independent Directors are paid sitting fee for attending meeting of Board of Directors, Independent Directors and various Committees of the Board and commission as determined by the Board.
12.	Relationship with other Directors, Manager and Key Managerial Personnel	None

Shri Mahesh Prasad Mehrotra

1.	Age	78 years
2.	Date of Appointment on the Board	26.09.2014 (Originally 06.07.1987)
3.	Qualification	Chartered Accountant
4.	Experience and Expertise in specific functional areas	Shri. Mahesh Prasad Mehrotra is a Chartered Accountant with experience of over 49 years and with vast exposure of finance and taxes. He has wide experience as an Auditor and Tax Consultant and is an expert on 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 Director, Canara Bank and Trustee, Cochin Port Trust.
5.	List of other Public Limited Companies in which directorships held.	I. VLS Finance Ltd. II. South Asian Enterprises Ltd. III. Seamec Limited IV. Baroda Pioneer asset Management Company Limited V. Delton cables Limited VI. VLS Capital Limited
6.	Chairman/Member of the Committees of the Board of Directors of the Company.	Audit Committee- Chairman
7.	Chairman/Member of the Committees of the Board of Directors of the other Companies.	
	a) Audit Committee	Delton Cables Limited- Chairman VLS Finance Ltd. – Member Baroda Pioneer asset Management Company Limited- Member Seamec Limited- Member
	b) Stakeholder Relationship Committee	NA
8.	No- Of Equity Shares held in the Company	NIL
9.	Number of Board Meetings attended during the year.	4
10.	Terms and Conditions of appointment /re-appointment along with remuneration sought to be paid.	Approval of members is sought in Item no 8 of notice for continuation of directorship till his present term.
11.	The Remuneration last drawn	The Non- Executive Independent Directors are paid sitting fee for attending meeting of Board of Directors, Independent Directors and various Committees of the Board and commission as determined by the Board.
12.	Relationship with other Directors, Manager and Key Managerial Personnel	None

Shri Harish Saluja

1.	Age	80 years
2.	Date of Appointment on the Board	26.09.2014 (Originally 15.09.1980)
3.	Qualifications	Science Graduate from Agra University and Post-graduation certificate in business management from the Scottish College of Commerce
4.	Experience and Expertise in specific functional areas	Shri. Harish Saluja is having experience of more than 46 years and with vast exposure of the financial market in India.
5.	List of other Public Limited Companies in which directorships held.	I. Saraswati Properties Limited, II. Revive Realty Limited
6.	Chairman/Member of the Committees of the Board of Directors of the Company.	Stakeholder Relationship Committee- Member
7.	Chairman/Member of the Committees of the Board of Directors of the other Companies.	
	a) Audit Committee	None
	b) Stakeholder Relationship Committee	None
8.	Equity Shares held in the Company	Nil
9.	Number of Board Meetings attended during the year.	3
10.	Terms and Conditions of appointment /re-appointment along with remuneration sought to be paid	Approval of members is sought in Item no 9 of notice for continuation of directorship till his present term
11.	The Remuneration last drawn	The Non- Executive Independent Directors are only paid sitting fee for attending meeting of Board of Directors, Independent Directors and various Committees of the Board and commission as determined by the Board.
12.	Relationship with other Directors, Manager and Key Managerial Personnel	None

Details of Directors retiring by rotation at the meeting

Details of Directors retiring by rotation and eligible for re-appointment pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India are as under:

Shri Gautam Goel

1.	Age	44 years
2.	Date of Appointment on the Board	26.04.1994
3.	Qualification	Graduate
4.	Experience and Expertise in specific functional areas	Industrialist with over a decade of experience in the sugar industry and has been the president of the Indian Sugar Mills Association during the year 2011-2012.
5.	List of other Public Limited Companies in which directorships held.	1. Shudh Edible Products Limited. 2. Saraswati Properties Limited. 3. Sonitron Limited 4. Goel Investments Limited 5. Dhampur International Pte Ltd. (Singapore) 6. Dhampur Global Pte Ltd. (Singapore)
6.	Chairman/Member of the Committees of the Board of Directors of the Company.	None
7.	Chairman/Member of the Committees of the Board of Directors of the other Companies.	
	a) Audit Committee	NA
	b) Stakeholder Relationship Committee	NA
8.	No- Of Equity Shares held in the Company	4242339
9.	Number of Board Meetings attended during the year.	4

10.	Terms and Conditions of appointment/reappointment along with remuneration sought to be paid	In terms of Section 152 (6) of Companies Act, 2013, Shri. Gautam Goel, who was re-appointed as Managing Director of the Company for three years at the Annual General Meeting held on 28th August, 2017 is liable to retire by rotation at this meeting.
11.	The Remuneration last drawn	₹1.25 Crores (For remuneration details , please refer to Annexure 6 of Board Report)
12.	Relationship with other Directors, Manager and Key Managerial Personnel	Shri V.K. Goel, Chairman – Father

Shri Sandeep Kumar Sharma

1.	Age	60 years
2.	Date of Appointment on the Board	23.06.2014
3.	Qualification	Diploma in Mechanical Engineering
4.	Experience and Expertise in specific functional areas	Shri Sandeep Kumar Sharma, has more than 30+ years' experience in administration and operations of sugar mills, power generation plants and chemical plants.
5.	List of other Public Limited Companies in which directorships held.	None
6.	Chairman/Member of the Committees of the Board of Directors of the Company.	NA
7.	Chairman/Member of the Committees of the Board of Directors of the other Companies.	
	a) Audit Committee	NA
	b) Stakeholder Relationship Committee	NA
8.	No-Of Equity Shares held in the Company	755
9.	Number of Board Meetings attended during the year.	4
10.	Terms and Conditions of appointment/re-appointment along with remuneration sought to be paid	In terms of Section 152 (6) of Companies act, 2013, Shri Sandeep Kumar Sharma, who was re- appointed as whole time director of the Company for three years at the Annual General Meeting held on 28th August, 2017 is liable to retire by rotation at the meeting.
11.	The Remuneration last drawn	₹ 0.60 Crores (For remuneration details , please refer to Annexure 6 of Board Report)
12.	Relationship with other Directors, Manager and Key Managerial Personnel	None

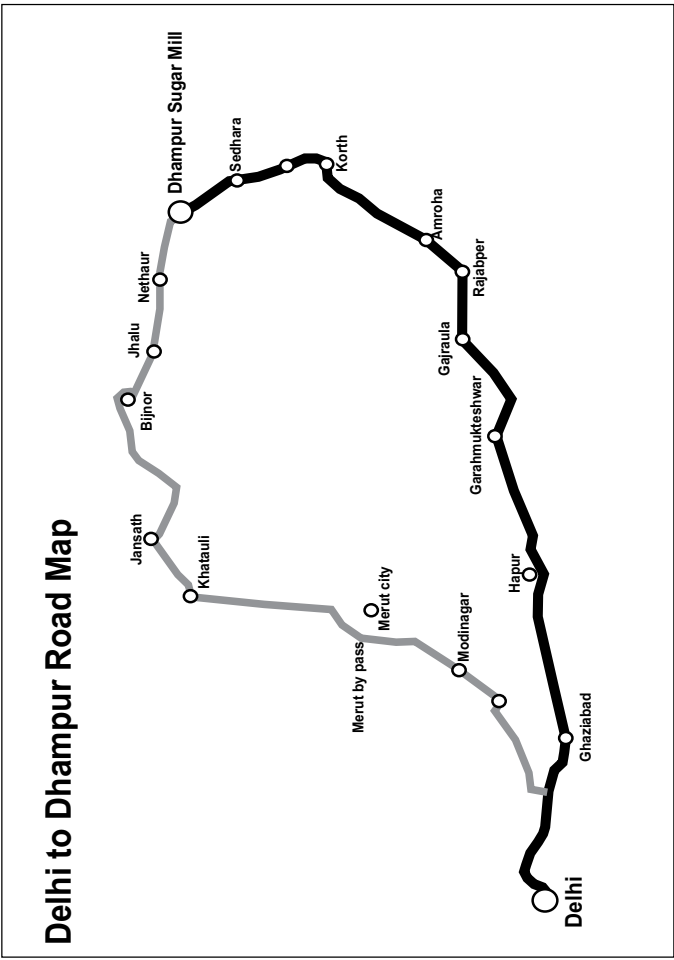
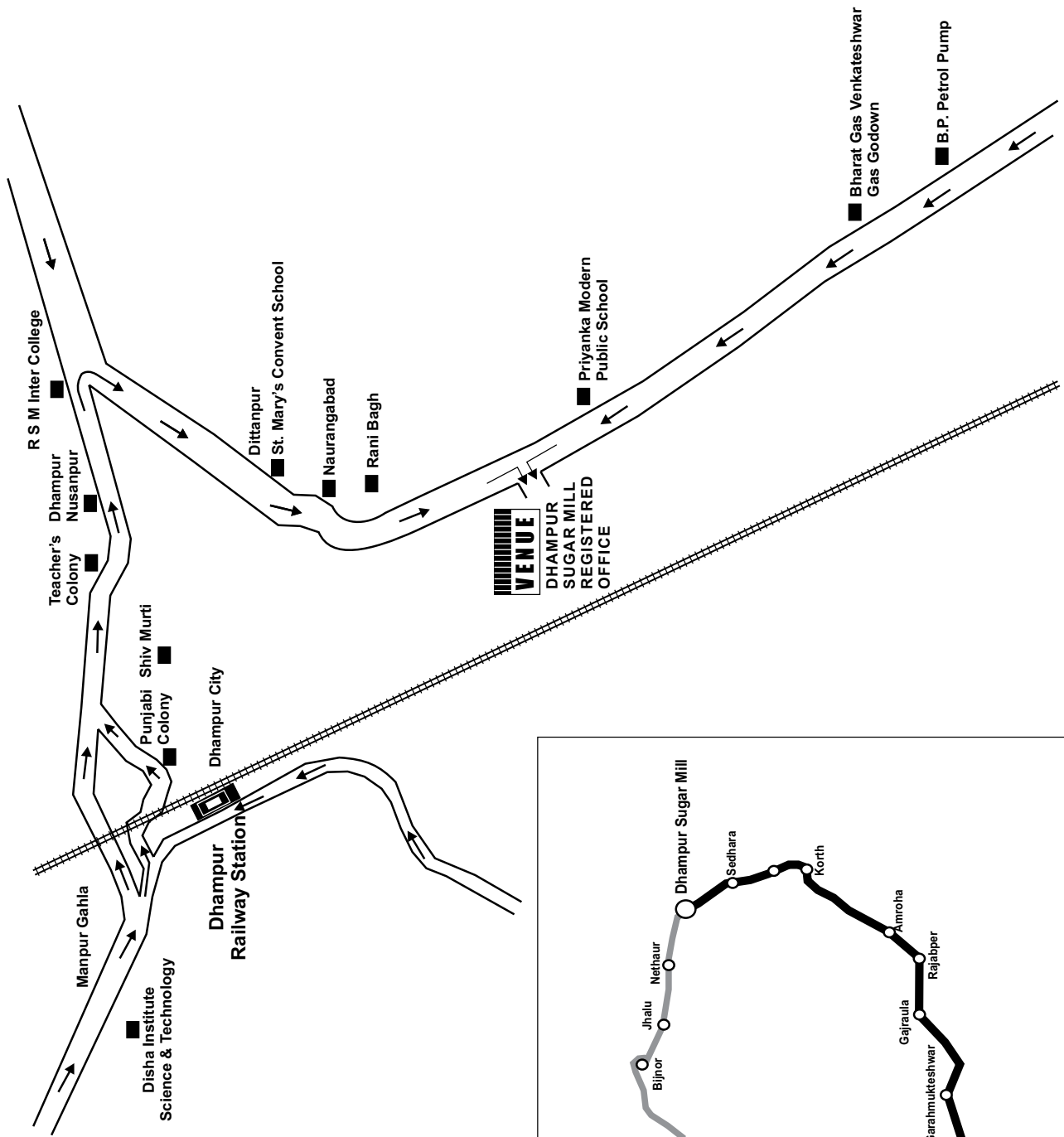
By Order of the Board
For **Dhampur Sugar Mills Limited**

Place : New Delhi
Date : 9th May, 2018

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

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

83rd Annual General Meeting on Thursday the 30th day of August, 2018

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 83rd Annual General Meeting of the Company, to be held on Thursday, the 30th Day of August, 2018 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, 2018 and the Profit & Loss Account of the Company for the year ended 31st March, 2018 together with Board's Report and Auditors' Report thereon.		
2	To confirm the payment of Interim Dividend of ₹ 3.00 per Equity Share of ₹ 10 each paid during the year as Final Dividend for the year ended 31st March, 2018.		
3	Appointment of Director in place of Shri Gautam Goel, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of Director in place of Shri Sandeep Kumar Sharma, who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
5	Ratification of Remuneration to the Cost Auditor for the Financial Year 2018-19.		
6	Approval of charges for service of documents on the Shareholders.		
7	Continuation of the term of Shri. Priya Brat, Non-Executive Independent Director of the Company.		
8	Continuation of the term of Shri. Mahesh Prasad Mehrotra, Non-Executive Independent Director of the Company.		
9	Continuation of the term of Shri. Harish Saluja, Non-Executive Independent Director of the Company.		

Signed this.....day of.....2018.

.....
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, or 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 83rd Annual General Meeting.