

**Date: 12.09.2024**

To,  
**The Manager - Listing**  
**National Stock Exchange of India Ltd.**  
**Exchange Plaza, Bandra Kurla Complex**  
**Bandra (East)**  
**Mumbai - 400 051**  
**Tel No. 022-2659 8237 /38**  
**Symbol: DHAMPURSUG**

**The General Manager – DSC**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Fort,**  
**Mumbai - 400001**  
**Tel No.022-22722039/37/3121**  
**Security Code: 500119**

Dear Sir/Madam,

**Sub: Proceedings of 89<sup>th</sup> Annual General Meeting of Dhampur Sugar Mills Limited held today i.e., 12<sup>th</sup> September, 2024.**

This is to inform you that 89<sup>th</sup> Annual General Meeting of Members of the Company has been conducted today i.e., 12<sup>th</sup> day of September, 2024 through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) in accordance with the applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The businesses as stated in the Notice dated 1<sup>st</sup> May, 2024 were transacted and put to vote at the Annual General Meeting.

The meeting concluded at 4:24 P.M. (IST) including the time allotted for e-voting at AGM.

In compliance with Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 89<sup>th</sup> Annual General Meeting.

You are requested to kindly take the above information on your records.

Thanking you,

**Yours Faithfully**  
**For Dhampur Sugar Mills Limited**

**Aparna Goel**  
**Company Secretary**  
**M. No: 22787**

**PROCEEDINGS OF THE 89<sup>TH</sup> ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON THURSDAY, 12<sup>TH</sup> DAY OF SEPTEMBER 2024 THROUGH TWO WAY VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') AT 03:00 P.M. (IST)**

The 89<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Thursday, 12<sup>th</sup> September, 2024 at 3:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India. ("SEBI").

National Securities Depositories Limited (NDSL) was appointed to conduct voting through remote e-voting and e-voting facility during the meeting in a secure manner and to provide the necessary platform for holding the meeting through video conferencing.

Ms. Aparna Goel, Company Secretary welcomed the Shareholders, Directors, and others present. She introduced the Chairman, Vice Chairman and Managing Director, other Directors, Chief Financial Officer, Chief Operating officer and other Company officials who have joined the meeting from their respective locations. All the Directors including the respective Chairpersons of the Audit Committee and Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company were present at the AGM.

Mr. Akshay Gupta, Partner of M/s Mittal Gupta & Co. and Mr. Hitesh Garg, Partner of TR Chadha & Co. LLP, Representatives of the Statutory Auditors of the Company were also present through video conferencing.

Mr. Saket Sharma, Partner of GSK & Associates, representing Secretarial Auditors of the Company and appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner was also present through Video Conference.

It was then informed that in compliance with the provisions of the Companies Act, 2013, Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was made available by the Company to its shareholders through NSDL from Monday, 9<sup>th</sup> September 2024, (9:00 A.M. IST) to Wednesday, 11<sup>th</sup> September 2024, (5:00 P.M. IST).

It was further informed that:

- the members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system during the meeting. The e-voting facility was made available 30 minutes after the conclusion of the meeting.
- All the documents referred to in the accompanying Notice and Explanatory Statements, were available for inspection during the Annual General Meeting.
- The Statutory Registers and other documents referred to in the AGM Notice and explanatory statement were available for inspection electronically during the AGM.

Total 67 shareholders attended the meeting.

After ascertaining the requisite quorum, with the permission of, Chairman, the meeting was called to order.

Further, Mr. Susheel Kumar Mehrotra read Chairman's message as per his directions.

He briefed on the performance of the Company and explained the reasons why the performance of the Company was impacted due to several external factors.

It was further informed that on 29<sup>th</sup> Aug 2024 the Government has allowed used of sugarcane juice, syrup and B heavy molasses for production of ethanol. This will have positive impact on operations of the Company in forthcoming season and on the profit of Financial Year 2025.

He further briefed that the Company also commissioned 5.5 MW capacity for co-generation of power with effect from 1<sup>st</sup> April 2023 at Dhampur Unit. This brought in efficiency in off season operations of cogeneration and distillery. The Company also successfully completed its first ever buyback of equity shares during the year and during the year, long term credit rating of the Company has been upgraded to AA- from A+ by India Ratings & Research. We are committed to increase stakeholders' value.

He thanked the shareholders for their support and trust placed by them on the management of the Company.

Thereafter the Notice of AGM dated 1<sup>st</sup> May, 2024, Report of Board of Directors and the Financial Statements for the Financial Year 2023 – 24 were taken as read. There were no qualifications in the Auditors Report on Standalone and Consolidated Financial Statements and Secretarial Audit Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2024.

The Company Secretary thereafter invited the members to give their views and raise their queries and stated that the Management of the Company shall respond to the queries. Six (6) members shared their

views and raised queries on various aspects, which were duly noted and responded by Mr. Gaurav Goel, Vice Chairman and Managing Director.

Thereafter, the items as set out in the notice convening the meeting were taken up. It was further informed that the members who have not cast their vote through remote e-voting were requested to vote on the proposed resolutions (i.e., Resolution No. 1 to 7 of the Notice of AGM) through e-voting at the AGM. It was also informed that the e- voting module in the AGM for casting vote was already active and will remain active for thirty minutes after the closure of the meeting.

The Company Secretary informed the members that the results of remote e-voting shall be downloaded by the Scrutinizer, and he would prepare his report on the same. Thereafter scrutinizer will club the remote e-voting results with results of e-voting at the AGM. The Scrutinizer will submit his report to the Chairman, and he will countersign the same. The combined results would be announced/displayed through the website of the Company i.e. ([www.dhampursugar.com](http://www.dhampursugar.com)) and through website of NSDL i.e. ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) within 2 working days from the conclusion of the meeting and will be intimated to Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company. The combined results would be treated as part of proceedings. The Company Secretary also thanked all the members for their presence and involvement.

The e-voting was conducted on the following items:

S. No.	Details of Resolutions	Resolution Type
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of Auditors thereon.	Ordinary
2.	To appoint a director in place of Mr. Ashok Kumar Goel (DIN: 00076553), who retires by rotation and being eligible, offers himself for re- appointment.	Ordinary
3.	Payment of Remuneration to the Cost Auditors for the Financial Year 2024-25.	Ordinary
4.	Payment of Commission to Non- Executive Independent Directors of the Company.	Special

5.	Increase in remuneration of Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company	Special
6.	Increase in remuneration of Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company	Special
7.	Increase in remuneration of Ms Ishira Goel, Vice President of the Company.	Ordinary

**Note:** Since Mr. Ashok Kumar Goel, Chairman had an interest in the Item No. 2, 5 and 6 of the Notice, Mr. Yashwardan Poddar, with the permission of members, chaired the meeting for the consideration of aforesaid resolutions.

The voting results along with the Scrutinizer's report will be submitted separately.

**For Dhampur Sugar Mills Limited**

**Aparna Goel**  
**Company Secretary**  
**M. No :22787**