



DHAMPURE SPECIALITY SUGARS LIMITED

WWW.DHAMPURGREEN.COM CIN: L24112UP1992PLC014478

Regd. Office: Village Pallawala, Tehsil- Dhampur, Bijnor , Uttar Pradesh-246761

Corp. Office: 24, School Lane, Near World Trade Center , New Delhi-110001

Tel: +91-11- 23711223, 23711224 E-mail: cs@dhampurgreen.com

Dated: 23rd August, 2024

Email: corp.compliance@bseindia.com

Corp.relations@bseindia.com

To,
The Manager (Listing)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 531923

Sub.: - Notice of the 32nd Annual General Meeting of the Company for FY 2023-24 as required under Regulation 30

Dear Sir/Ma'am,

Pursuant to the applicable provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that the Notice of the Annual General Meeting of the Shareholders of the Company scheduled to be held on Monday, 23rd September, 2024 at 01:30 P.M. (IST) ("AGM") at the Registered Office of the company at Village Pallawala Tehsil Dhampur Bijnor, Uttar Pradesh-246761. Notice of the same mailed to the Shareholders whose Email IDs are registered with the Company/Depositories, in compliance with the MCA and SEBI Circulars (Copy of the AGM Notice is attached).

The Notice of AGM for the Financial year 2023-24 are also available on the website of the Company at www.dhampurgreen.com

Link:

[https://cdn.shopify.com/s/files/1/0555/4520/0803/files/32nd Notice of AGM Dhampur Speciality Sugars Limited F.pdf?v=1724418571](https://cdn.shopify.com/s/files/1/0555/4520/0803/files/32nd_Notice_of_AGM_Dhampur_Speciality_Sugars_Limited_F.pdf?v=1724418571)

You are requested to take the aforesaid information on your record.

Thanking You,

Yours Faithfully
For Dhampur Speciality Sugars Limited

Aneesh Jain
Company Secretary & Compliance office
A58448





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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Dhampur Speciality Sugars Limited will be held on **Monday, 23rd September, 2024 at 01:30 P.M.(IST)** at the Registered Office of the at Village Pallawala Tehsil Dhampur, Bijnor, Uttar Pradesh-246761 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditor thereon and in this regard, to consider and if through fit, to pass the following resolution as **Ordinary Resolution:**

a) **“RESOLVED THAT** the audited financial statement of the company for the financial year ended march 31, 2024 and the report of the board of the directors and Auditors thereon, as circulated to the member, be and hereby considered adopted.”

b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To re-appoint Mrs. Praveen Singh (DIN: 07145827), who retires by rotation and being eligible, offer herself for the appointment.

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Praveen Singh (DIN: 07145827), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

3. To re-appointment Mr. Mohd Arshad Suhail Siddiqui (DIN: 06675362) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mohd





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Arshad Suhail Siddiqui (DIN: 06675362), who holds office as an Independent Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years commencing from April 23, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By order of the Board of Director
For Dhampur Speciality Sugars Limited**

**Aneesh Jain
Company Secretary & Compliance Officer**

**Date: 14th August, 2024
Place: New Delhi**





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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days 'written notice is given to the Company.
3. The corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Instrument of Proxy in Form MGT-11 ("Proxy Form") prescribed under the Companies (Management and Administration) Rules, 2014 (as amended) pursuant to Section 105(6) of the Companies Act, 2013, is attached with this notice.
5. The Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the AGM Notice.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s)





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in the Attendance Slip for attending the meeting.

7. Members are requested to notify change of address, if any, with pin-code to the Company or to Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
8. The Company has designated an exclusive Email ID cs@dhampurgreen.com which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.
9. The Securities and Exchange Board of India ("SEBI") has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish a copy of the Permanent Account Number ("PAN") to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. The Members may please take a note of the same.
10. All relevant documents referred in the AGM Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M. to 5.00 P.M.) on all working days upto the date of AGM of the Company and shall also be available at the meeting.
11. A Route Map showing direction to reach the venue of AGM is given in the AGM Notice as per the requirement of the Secretarial Standard-2 on the General Meeting (as amended).
12. To Support 'Green Initiative,' the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through e-mail, wherever the email addresses are available; and through other modes of services where e-mail addresses have not been registered. Accordingly, the Members are requested to support this initiative by registering their e-mail addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, MAS Services Limited having registered address at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 in case, the Member wishes to receive a physical copy of the said documents, such





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Member is requested to send an email duly quoting his/her DP ID and Client ID or the Folio number, as the case may be, to cs@dhampurgreen.com. The Members may also note that the said notice is also being uploaded on the website of the Company at www.dhampurgreen.com.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, the Notice of the AGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and to others through other modes
14. The Company has appointed Mrs. Uma Verma, Practicing Company Secretary (M.No: ACS 41116, CP No: 18283) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
15. A statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the special business of the notice is annexed hereto.
16. Members are requested to -
 - i. intimate to the DP, changes if any, in their names, registered addresses, e-mail address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.
 - ii. intimate to the Company's RTA, changes if any, in their names, registered addresses, e-mail address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in physical form (share certificates).
 - iii. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - iv. dematerialize their Physical Shares to Electronic Form (Demat) as, in terms notification dated 10th September, 2018, Ministry of Corporate Affairs has notified Amendment to the Companies (Prospectus and Allotment of Securities) Rules, 2014, securities of public companies can be transferred only in dematerialized form with effect from 2nd October, 2018 except in case of request received for transmission or transposition of securities. Dematerialization of shares would help to eliminate risks associated with Physical





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Shares. Members can contact Registrar and Transfer Agents viz., MAS Services Limited, New Delhi (Tel. No. +91 11 26387281/82/83) for assistance, if any, in this regard.

17. Details in respect of the Director who retire by rotation at the AGM and Director who offer for the second Term for re-appointment is enclosed as Annexure-A to this notice
18. Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
19. 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.
20. No request for physical transfer of shares shall be processed in terms of the SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018.

Further, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:

1. Issue of Duplicate share certificate
2. Claim of shares from unclaimed suspended account
3. Renewal/Exchange of securities certificate
4. Endorsement
5. Sub-division /Splitting of securities certificate
6. Consolidation of securities certificate/ folios
7. Transmission
8. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ('RTA") (Tel. No. 011-26387281/82/83) for assistance in this regard.





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Member holding shares in Physical form are requested to dematerialized their holding at the earliest

21. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021, 16/03/2023 and November 17, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Share Transfer Agent (RTA) of the Company. RTA will not process, any service requests or complaints received from the member until unless above KYC and nomination is completed by shareholder.

As per above SEBI circular that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

1. PAN
2. Nomination in Form No. SH-13 or Submit declaration to Opt-out in Form ISR-3
3. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
4. Bank Account details including Bank name and branch, Bank account number, IFS code;
5. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details to be sent at the address of office of the RTA. All forms ISR1, ISR2, ISR3, ISR4, SH13 and SH14 are available at the RTA website i.e. <https://www.masserv.com> , shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA.

22. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2023-24 will also be available on the Company's website at www.dhampurgreen.com , websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com , respectively, and on the website of Company's Registrar and Transfer Agent, Mas Services Limited at <https://www.masserv.com> .
23. The Registers of Members and Share Transfer Books of the Company will remain closed from (Tuesday) 17th September , 2024 to (Monday) 23rd September , 2024 , both date inclusive.





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24. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
25. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no email D with their respective depository participants
26. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice), the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 32nd Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Monday, September 16, 2024 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL.





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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 20th September , 2024 at 9:00 A.M. and ends on 22nd September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th September, 2024, may cast their vote electronically. The voting right of the shareholders shall be in proportion to their share in the paid-up equity share capital as on the cut-off date, being 16th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will





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	<p>have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p>





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	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<u>Login type</u>	<u>Helpdesk details</u>
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22-23058738 or +91 22-23058542-43.

1) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:





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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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.





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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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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 etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.





DHAMPURE SPECIALITY SUGARS LIMITED

WWW.DHAMPURGREEN.COM CIN: L24112UP1992PLC014478

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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 cs.umaverma@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.: 18001020990 and 1800224430 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please registered your email id with RTA procedure as given above.
2. In case shares are held in demat mode, please generate password procedure as given in e-voting instruction.
3. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.





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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM

1. Members can opt for only one mode of voting i.e. either by Physical Ballot or E-Voting. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through Physical Ballot will be treated as invalid.
2. The facility for voting through the Polling Paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by E-Voting shall be able to exercise their right at the meeting
3. The member who cast their vote by E-Voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman, who shall countersign the same.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.
5. Mrs. Uma Verma, Practicing Company Secretary (M. No: ACS 41116 and CP No. 18283) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.





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The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dhampurgreen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT PURSUENT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

Item No. 3: Re-appointment of Mohd Arshad Suhail Siddiqui (DIN: 06675362) as an Independent Director of the Company

Mohd Arshad Suhail Siddiqui was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Appointment Rules”) by the Board, effective from April 23, 2019, to hold office up to April 23, 2024. The members at the AGM held on September 30, 2019 had approved the same. He has completed his first term as an independent director on April 23, 2024. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mohd Arshad Suhail Siddiqui during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, business reorganization, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mohd Arshad Suhail Siddiqui possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mohd Arshad Suhail Siddiqui who holds office as an Independent Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years commencing from April 23, 2024.

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

Mohd Arshad Suhail Siddiqui fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1) (b) of the LODR Regulations.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mohd Arshad Suhail Siddiqui for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Mohd Arshad Suhail Siddiqui, including





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- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on its evaluation, Mohd Arshad Suhail Siddiqui fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Mohd Arshad Suhail Siddiqui would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mohd Arshad Suhail Siddiqui as an independent director of the Company, for a second term of 5 (five) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

No director, KMP or their relatives except Mohd Arshad Suhail Siddiqui, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.





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Annexure -1 of Notice

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

Name of Directors	Mrs. Parveen Singh	Mr. Mohd Arshad Suhail Siddiqui
Date of Birth	27 th July, 1974	2 nd March, 1973
Date of first appointment	31 st March, 2015	23 rd April, 2019
Qualification	Graduation	Post Graduate Diploma in Business Management
Expertise in Specific Functional area	Mrs. Singh has vast experience of around 15 years in the field of Management	Mr. Siddiqui has vast experience in the field of FMCG Sector
Terms and Conditions of appointment/ re-appointment	Non-Executive Director and liable to retire by rotation	Non-Executive Independent Director
Details of last drawn remuneration	NIL	NIL
List of other public Limited Companies in which directorships held.	NIL	NIL
Name of the listed entities from which the person holds Directorship along with listed entities from which the person	NIL	NIL





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has resigned in the past three years.		
Chairman /Membership of Committee of other listed Company	NIL	NIL
Relationship with other Director	None	None
Number of Board Meeting attended during the financial year 2023-24	Attended all Six Board Meetings during a Financial Year	Attended all Six Board Meetings during a Financial Year & All the Committee meeting
Shareholding of Non-Executive Director	200 Shares Only/-	NIL
Remuneration details (Including Sitting Fees & Commission)	Refer Corporate Governance Report	Refer Corporate Governance Report

By order of the Board of Director
For Dhampur Speciality Sugars Limited

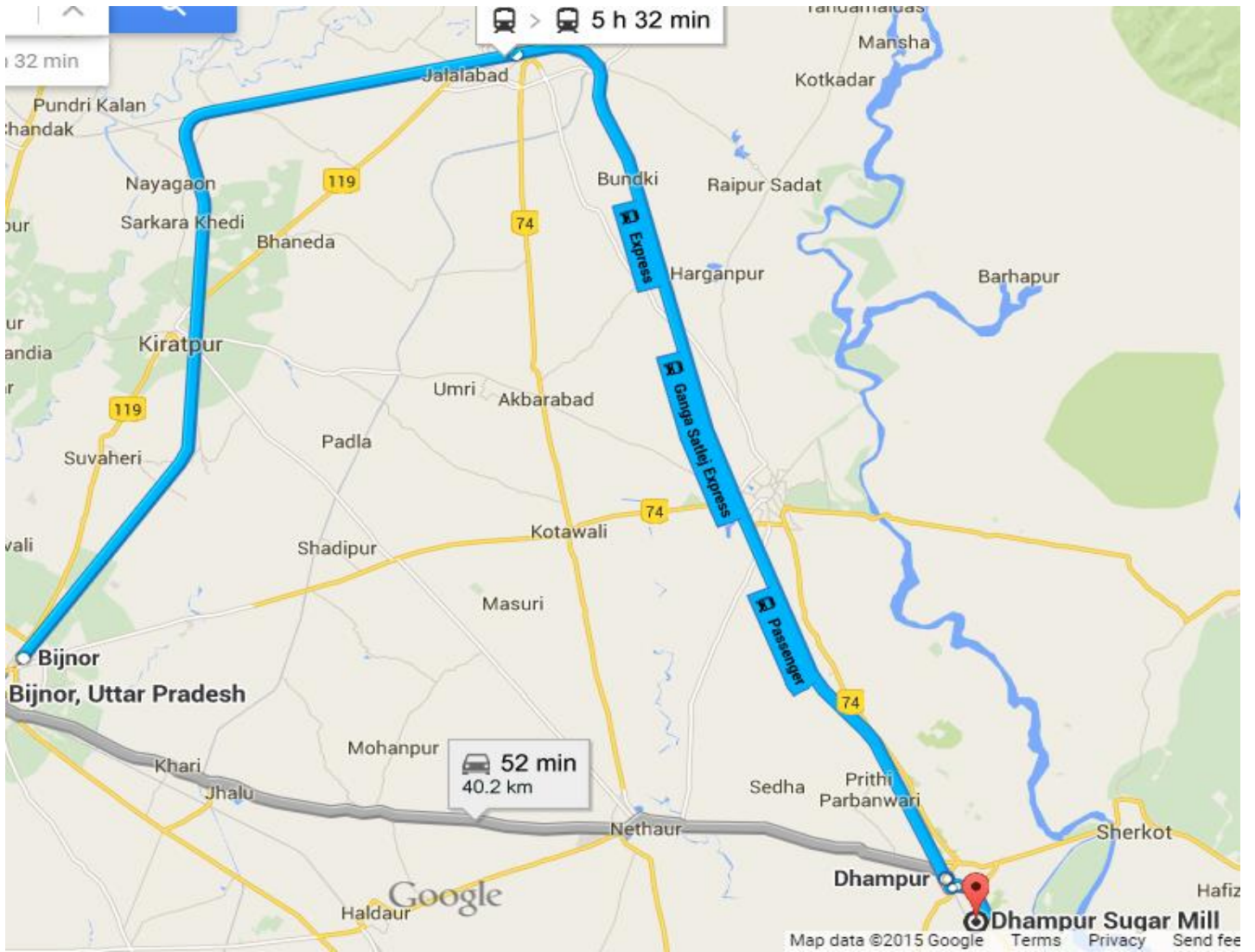
Aneesh Jain
Company Secretary & Compliance Officer

Date: 14th August, 2024

Place: New Delhi



Route Map of 32nd Annual General Meeting



PROXY FORM – MGT 11
DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteah Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L24112UP1992PLC014478

Name of the Company: DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteah Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

Website: www.dhampurgreen.com

Name of the Member (s) :

Registered address :

E mail id :

Folio No. / Client Id:

DP ID:

I / We, being the member(s) of _____ Equity Shares of DHAMPURE SPECIALITY SUGARS LIMITED, hereby appoint

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32nd Annual General Meeting of the Company, to be held on **Monday the 23rd day of September , 2024 at 01.30 P.M (IST)** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Resolution No	Description
1	Adoption of the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March, 2024 and the Reports of the Directors and Auditors thereon.
2	Re-appointment of Mrs. Praveen Singh as a Director who retires by rotation
3	Re-appointment Mr. Mohd Arshad Suhail Siddiqui (DIN: 06675362) as a Non-Executive Independent Director

Signed this day of 2024

Revenue
Stamp

Signature of Proxy Holder(s)..... Signature of Shareholder.....

Notes:

- (1) The 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) A proxy need not be a Member of the Company

DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteh Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

CIN: L24112UP1992PLC014478

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

DP Id****		Folio No.	
Client Id****		No of Shares	

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company being held on **Monday the 23rd day of September , 2024 at 01.30 P.M (IST). at Villaget Pallawala ,Tehsil Dhampur , Bijnor , Uttar Pradesh -246761**

1. Name(s) of the Member : 1. Mr./Ms.
and Joint Holder(s) 2. Mr./Ms.
(in block letters) 3. Mr./Ms.
2. Address:
3. Father's/Husband's
Name (of the Member) : Mr
4. Name of Proxy: Mr./Ms.

1.
2.
3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.
- 2.**** Applicable for Investors holding Shares in electronic form.