

08.11.2023

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,

Subject: Notice of Resolution proposed to be passed through Postal Ballot (Remote E-voting only) of the Company

Please find enclosed herewith a copy of the Postal Ballot Notice of Dhampur Sugar Mills Limited (“the Company”) dated October 31, 2023 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Notice’) for seeking approval of the Members of the Company on the Special resolutions forming part of the Notice.

In compliance with the MCA Circulars, the electronic dispatch of Postal Ballot Notice has been sent via email on 8th November, 2023 only to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose e-mail addresses are available with the Company” and Depositories as on 3rd November 2023 (“cut-off date”).

Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot.

The electronic dispatch of Postal Ballot Notice has been completed on 8th November, 2023.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members. The remote e-voting period commences on Tuesday, 14th November, 2023, from 9.00 a.m. (IST) and ends on Wednesday, 13th December, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting form part of the ‘Notes’ section to the Notice.

The Notice is also being made available on the website of the Company at www.dhampursugar.com and on the website of NSDL at www.evoting.nsdl.com This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,

For Dhampur Sugar Mills Limited

Aparna Goel
Company Secretary
M. No. 22787

DHAMPUR SUGAR MILLS LIMITED

Registered Office : Dhampur, District Bijnor (U.P.) 246761
Tel: 011-41259400, **E-mail:** investordesk@dhampursugar.com
Website: dhampursugar.com, **CIN:** L15249UP1933PLC000511

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Dhampur Sugar Mills Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

Pursuant to Section 102 and Section 110 and other applicable provisions, if any, of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its members. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

The Notice is also available on the website of the Company at www.dhampursugar.com

The Board of Directors has appointed Mr. Saket Sharma, Practicing Company Secretary (Membership No.: F4229), Partner, M/s GSK & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting.

Details of e-voting are as under:

Commencement of e-voting	9:00 A.M. (IST) on Tuesday, November 14, 2023
End of e-voting	5:00 P.M. (IST) on Wednesday, December 13, 2023

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before 15th December 2023. The same will be displayed on the website of the Company: www.dhampursugar.com, the website of NSDL: www.evoting.nsd.com and shall also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolution, if approved, will be taken as having been passed effectively on the last date of remote e-voting i.e., 13th December 2023.

Special Business**Item No. 1****Appointment of Mr. Subhash Pandey as Whole Time 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 161, 196,197,198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and rules made thereunder read with Schedule V thereof, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required, Mr. Subhash Pandey (DIN: 10330701), be and is hereby appointed as Whole Time Director of the Company for a period of three years with effect from 25th September, 2023 till 24th September, 2026.

RESOLVED FURTHER THAT the yearly remuneration and perquisites to be paid to Mr. Subhash Pandey, Whole Time Director are as under:

Remuneration:

Salary: Rs. 80,00,000/- (Rupees Eighty Lakhs only) per annum (In grade of 5% increase every year)

Perquisites:

Composite Allowances: Rs.23,49,240/- (Rupees Twenty-Three Lakhs Forty-Nine Thousand Two Hundred Forty only) per annum in accordance with the rules of the Company.

Medical Allowance: Rs. 15,000/- (Rupees Fifteen Thousand Only) per annum incurred for self and family.

Leave Travel Allowance: Rs. 3,99,996/- per annum (Rupees Three Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Six Only) in accordance with the rules of the Company.

Leave Encashment: Rs. 3,99,996/- per annum (Rupees Three Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Six Only) in accordance with the rules of the Company.

Transport Allowance: Rs. 19,200/- (Rupees Nineteen Thousand Two Hundred Only) per annum in accordance with the rules of the Company.

Children's Education Allowance: Rs. 9600/- (Rupees Nine Thousand Six Hundred Only) per annum in accordance with the rules of the Company.

Bonus: Rs. 6996/- (Rupees Six Thousand Nine Hundred Ninety-Six Only) per annum in accordance with the rules of the Company.

RESOLVED FURTHER THAT the aforesaid payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 197 of the Companies Act, 2013 shall be within the limits as specified in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

RESOLVED FURTHER THAT in case, the total remuneration payable to the Chairman/Managing Director and other Executive/ Whole Time Director of the Company exceeds 10% of Net Profit of the Company, a proportionate deduction shall be made from the commission payable to Chairman/Managing Director/other Executive/ Whole Time Directors to restrict the total remuneration at 10% of the Net profit of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

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

Item No. 2

Alteration of the Articles of Association 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 Sections 5, 14 and other applicable provisions if any, of the Companies Act, 2013 ("Act") (including any statutory amendment(s) or modification(s) or reenactment(s) thereof for the time being in force), and Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded for:

The insertion of New Clause as Article 10A in the Articles of Association of the Company enabling the Company to purchase its own shares of the Company as follows:

BUY BACK OF SHARES

10A. Notwithstanding anything contained in these Articles, the Company is hereby authorized to buy-back such of its own shares or other specified securities as it may consider necessary, subject to such limits, upon such terms and conditions, and in accordance with the provisions of the Act or any Statutory Modification thereto and such other regulations and guidelines as applicable in this regard.

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

For Dhampur Sugar Mills Limited

Mr. Gaurav Goel
Vice Chairman and Managing Director
DIN: 00076111
Place: New Delhi
Date : 31st October, 2023

Registered Office:
Dhampur, Distt. Bijnor, U.P 246761
Email: investordesk@dhampursugar.com

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) setting out the material facts and reasons for the proposed Resolution above, is appended herein below for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent via email only to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose e-mail addresses are available with the Company” and Depositories as on 3rd November 2023 (“cut-off date”). The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. However, if the company receives any request by any shareholder to provide the notice in physical form, the same shall be sent by courier to such shareholder at the registered postal address that is available with the RTA. However, the communication of the assent or dissent of the Members would only take place through the e-voting system. Please note, however, that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
4. A copy of this Postal Ballot Notice is also available on the website of the Company www.dhampursugar.com the relevant section of the website of BSE: www.bseindia.com and NSE: www.nseindia.com on which the Equity Shares of the Company are listed and on the website of NSDL: www.evoting.nsd.com.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same:
 - (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and
 - (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.dhampursugar.com) duly filled and signed along with requisite supporting documents to Alankit Assignments Limited Registrar and Share Transfer Agent, Unit Dhampur Sugar Mills Limited, 4E/2 Jhandewalan Extension, New Delhi- 110055, Email Id- rta@alankit.com
6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date i.e 3rd November, 2023 maintained by the Depositories shall be entitled to participate in the e-voting.
7. The e-voting period shall commence at 9:00 a.m. (IST) on 14th November 2023 and ends at 5:00 p.m. (IST) on 13th December 2023. The e-voting will not be allowed beyond on the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., 13th December 2023.
9. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
10. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investordesk@dhampursugar.com.
12. Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:

Ms. Aparna Goel, email id: investordesk@dhampursugar.com
13. **PROCEDURE FOR E-VOTING:**

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, 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.	<ol style="list-style-type: none"> <li data-bbox="386 323 1500 520">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="386 527 1500 611">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="386 617 1500 842">3. 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. 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 company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="386 848 1500 1171">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="699 953 1049 1161" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="386 1178 1500 1291">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. <li data-bbox="386 1297 1500 1465">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. By clicking the e-voting option, the user will be able to see the e-voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. <li data-bbox="386 1472 1500 1524">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="386 1530 1500 1671">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see the e-Voting option. 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 company name or e-Voting service provider i.e., 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.

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) 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 :

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.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms Pallavi Mahatre, at evoting@nsdl.co.in

Process for those shareholders whose email 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 provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investordesk@dhampursugar.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investordesk@dhampursugar.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, 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.

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

Item No. 1

Appointment of Mr. Subhash Pandey as Whole time Director of the Company

Mr. Subhash Pandey has been associated with the Company for over two decades. He has completed his master's degree in social work. After completing the same, he conducted extensive research on the "Socio-Economic Status of Sugar Industry Workers". He has been involved in the sugar industry for long and is also renowned as an expert in Human Resources, specializing in IR and PR. Mr. Pandey has very rich experience and has worked earlier with J. K. Synthetics Group and DSCL Sugar Group.

The Board of Directors of the Company (the "Board") at its meeting held on 25th September, 2023 has considered and recommended for the appointment of Mr. Subhash Pandey as Whole Time Director of the Company for a period of three years effective from 25th September 2023 till 24th September 2026 based on recommendations of Nomination and Remuneration Committee.

The Company has received a declaration from Mr. Subhash Pandey, stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Pursuant to the provisions of Regulation of 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of shareholders for the appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Subhash Pandey will attain the age of 70 years next year, pursuant to the provisions of Section 196(3) (a) of the Companies Act, 2013 it is recommended to appoint the Director through Special Resolution who has attained the age of 70 years to keep availing his rich experience. Accordingly, the Board recommends the Special Resolution as set out in item no. 1 for approval of the members.

None of the Directors or Key Managerial Personnel except Mr. Subhash Pandey himself is interested in this resolution.

Item No. 2

Alteration of the Articles of Association of the Company

The Board of Directors proposes the insertion of the new Article 10 A after Article 10 in the existing Articles of Association of the Company in line with the provisions of the Companies Act, 2013 and rules made thereunder by enabling the Company to purchase its own shares of the Company subject to fulfilling of applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time and/or any other applicable law for the time being in force.

The Board of Directors of the Company at their meeting held on 31st October, 2023 have, subject to the approval of the Members of the Company by way of Special Resolution approved the alteration to the Articles of Association of the Company and is of the opinion that the Resolution no. 2 stated in the accompanying Notice is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members.

The proposed new draft Articles of the Association are being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed Articles of Association of the Company would be available for inspection for the Members by writing to the Company Secretary at investordesk@dhampursugar.com.

None of the Directors or Key Managerial Personnel is interested in this resolution.

For Dhampur Sugar Mills Limited

Mr. Gaurav Goel
Vice Chairman and Managing Director
DIN: 00076111
Place: New Delhi
Date : 31st October, 2023

Brief Profiles of Directors as required under sub-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 appointment/re-appointment.

S. No.	Particulars	Mr. Subhash Pandey
1.	Date of Birth	03-10-1954
2.	Date of Appointment	25-09-2023
3.	Educational Qualification	Master's degree in social work
4.	Experience and Expertise in specific functional Areas	After completing his master's degree in social work, he conducted extensive research on the "Socio-Economic Status of Sugar Industry Workers". He has been associated with Dhampur for over two decades. He has earlier worked with J.K. Synthetics Group and DSCL Sugar Group. He has been involved in the sugar industry for ages and is also renowned as an expert in Human Resources, specializing in IR and PR. He enjoys playing multiple sports and is a regular yoga practitioner. His passion for learning never ceases - nor does his pursuit of realizing the vision and mission of the company. At present, Mr. Subhash Pandey is the President of the Dhampur Group.
5.	List of other public Limited Companies in which directorships held.	N.A.
6.	Name of the listed entities from which the person has resigned in the past three years	N.A.
7.	Chairman/Member of the Committees of the Board of Directors of the Company	N.A.
8.	Chairman/Member of the Committees of the Board of Directors of other Companies	N.A.
	a) Audit Committee	N.A.
	b) Stakeholder Relationship	N.A.
9.	No- of Equity Shares held in the Company	N.A.
10.	Number of Board Meetings attended during the year.	N.A.
11.	Terms and Conditions of appointment / re- appointment along with remuneration sought to be paid.	The details are set out in the resolution item no. 1 of the Notice.
12.	Remuneration last drawn	Rs. 70.87 Lakhs per annum
13.	Relationship with other Directors, Manager and Key Managerial Personnel	N.A.
14.	In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	N.A.