

**12.10.2022**

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: Minutes of 87<sup>th</sup> Annual General Meeting**

Please find attached the minutes of 87<sup>th</sup> Annual General Meeting of members of the Company held on 14<sup>th</sup> September, 2022 at 2:00 P.M. (IST) through two-way Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

You are requested to kindly take the information on record.

Thanking you,

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

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

**MINUTES OF THE 87<sup>TH</sup> ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON WEDNESDAY, 14<sup>TH</sup> DAY OF SEPTEMBER 2022 THROUGH TWO WAY VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') AT 2:00 P.M.**

The 87<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Wednesday, 14<sup>th</sup> September, 2022 at 2:00 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 and latest being 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India. ("SEBI").

The venue of the AGM was deemed to be the registered office of the Company at Dhampur, District Bijnor in the State of Uttar Pradesh.

**Present**

As per Attendance Register.

The panelists were Mr. Ashok Kumar Goel, Chairman and Whole Time Director, Mr. Gaurav Goel, Managing Director, Mr. Mahesh Prasad Mehrotra, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee, Mr. Anuj Khanna, Independent Director and Chairman of Stakeholders Relationship Committee, Mr. Satpal Kumar Arora, Independent Director, Ms. Pallavi Khandelwal, Independent Director, Mr. Anant Pande, Whole Time Director and Chief Executive Officer, Mr. Susheel Kumar Mehrotra, Chief Financial Officer, Ms. Aparna Goel, Company Secretary, Mr. Gaurav Daga, representative of TR Chadha & Co. Joint Statutory Auditors, Ms. Fiza Gupta, representative of Atul Garg & Associates Joint Statutory Auditors and Mr. Saket Sharma, Secretarial Auditor and Scrutinizer.

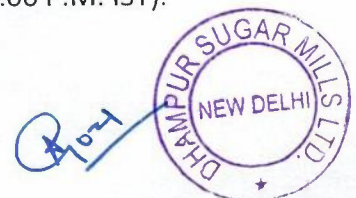
**Welcome note by the Company Secretary:**

Company Secretary welcomed the Shareholders, Directors and others present and gave brief introduction of the dignitaries on the panel.

**She explained 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 Sunday, 11<sup>th</sup> September, 2022, (9:00 A.M. IST) to Tuesday, 13<sup>th</sup> September, 2022 (5:00 P.M. IST).

She further explained 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 and e-voting facility was made available for 30 minutes after the conclusion of the meeting.
- all the documents referred to in the accompanying Notice and Explanatory Statements, had been made available electronically for inspection during the Annual General Meeting.
- the Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act have been made available electronically for inspection during the AGM.

#### **Chairman's Address**

Mr. Ashok Kumar Goel, Chairman, called the meeting to order after ascertaining the requisite quorum.

He extended a warm welcome to the members attending the meeting. He thanked the shareholders for their support during the year and during the process of demerger. He further explained the Company's commitment in increasing shareholders value and its objective for value creation on all fronts. He informed the shareholders about the progress of Company's expansion in ethanol business and its implementation while maintaining environment and sustainability.

Mr. Susheel Kumar Mehrotra, Chief Financial Officer explained the Financial Performance of the Company.

Thereafter the Notice of AGM dated 27<sup>th</sup> July 2022, Report of Board of Directors, Report of Auditors, and the Financial Statements for the Financial Year 2021-22 were taken as read. There were no qualifications in the Auditors Report and the Report of Secretarial Auditors' of the Company.

Ms Aparna Goel, Company Secretary invited the members to give their views and raise their queries and stated that the Management of the Company shall respond to the queries. Seven (7) members gave their views and raised queries on various aspects which were noted and responded by Mr. Gaurav Goel, Managing Director.

Thereafter, the items as set out in the notice convening the meeting were taken up. 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 12 of the Notice of AGM) through e-voting at the AGM. They were also informed that the e-voting module in the AGM for casting vote was made 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 voting at the AGM. The Scrutinizer will submit his report to the Chairman, and he will countersign the same. Thereafter, the combined results would be announced/displayed through the website of the Company i.e. ([www.dhampursugar.com](http://www.dhampursugar.com)) and NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) within 2 working days or 3 days from the conclusion of the meeting, whichever is earlier and will be intimated to Stock Exchanges where the securities of the Company are listed.

The Company Secretary then one by one read the items to be transacted.

The meeting concluded with vote of thanks to the Chairman.

The Meeting concluded at 03:00 P.M.

**Outcome of consolidated e-voting on resolutions as per Report of Scrutinizer:**

The scrutinizer submitted his report containing consolidated summary of results of remote e-voting and e-voting at Annual General Meeting. As per the results, following resolutions were passed with requisite majority.

**1. Adoption of Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2022:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon be and are hereby adopted.

"RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the Report of Auditors thereon be and are hereby adopted.

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	44509194	31	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>44509198</b>	<b>31</b>	<b>0</b>	<b>99.99</b>

**2. Confirmation of the payment of Interim Dividend @ ₹6.00 per Equity Share of ₹10 each as Final Dividend for the year ended 31<sup>st</sup> March, 2022:**

"RESOLVED THAT Interim Dividend of ₹ 6.00 per Equity Share of ₹10 each paid during the year be and is hereby confirmed as final dividend for the year ended 31<sup>st</sup> March, 2022."



This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	44584124	331	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>44584128</b>	<b>331</b>	<b>0</b>	<b>99.99</b>

**3. Appointment of Director in place of Mr. Ashok Kumar Goel, who retires by rotation and being eligible, offers himself for re-appointment:**

"**RESOLVED THAT** Mr. Ashok Kumar Goel, Director, retiring by rotation and being eligible, be and is hereby re-appointed as director of the Company."

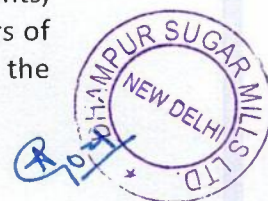
This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	42188176	115121	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>42188180</b>	<b>115121</b>	<b>0</b>	<b>99.73</b>

**4. Appointment/Re-appointment of Joint Statutory Auditors and to fix their remuneration:**

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 and rules made thereunder, pursuant to the recommendation of Audit Committee and Board of Directors of the Company, the consent of the members be and is here by accorded for re-appointment of M/s TR Chadha & Co., Chartered Accountants, New Delhi (ICAI firm registration number 006711N/N500028) as Joint Statutory Auditors of the Company for a period of Five Years and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Ninety Second Annual General Meeting of the Company at a remuneration as may be decided by the Company plus applicable taxes and re-imburement of expenses incurred/ to be incurred on actual basis.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 and rules made thereunder, pursuant to the recommendation of Audit Committee and Board of Directors of the Company, the consent of the members be and is here by accorded for appointment of M/s Mittal Gupta & Co., Chartered Accountants, Kanpur (ICAI firm registration number 001874C) as Joint Statutory Auditors of the Company for a period of Five Years and they shall hold office from the



conclusion of this Annual General Meeting until the conclusion of the Ninety Second Annual General Meeting of the Company at a remuneration as may be decided by the Company plus applicable taxes and re-imbursement of expenses incurred/ to be incurred on actual basis.

**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 resolutions.”

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	44583629	391	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>44583633</b>	<b>391</b>	<b>0</b>	<b>99.99</b>

**5. Payment of Remuneration to the Cost Auditor for the Financial Year 2022-23:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“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 Rs. 2,00,000/- plus applicable taxes and re-imbursement of expenses incurred / to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, Meerut (U.P.) who was re-appointed as Cost Auditors of the Company for the Financial Year 2022-23 by the Board of Directors on the recommendation of Audit Committee of the Company.

**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.”

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	44583627	393	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>44583631</b>	<b>393</b>	<b>0</b>	<b>99.99</b>



**6. Invitation and Acceptance of Fixed Deposits from the Members and Public:**

**“RESOLVED THAT** pursuant to the provisions of Sections 73, 74, 76 and all other applicable provisions of the Companies Act, 2013 and rules made there under, provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such conditions, approvals, permissions as may be necessary, the consent of the members be and is hereby accorded to invite and accept deposits from the Public and Members within the limits arrived on the basis of Audited Balance Sheet of the Company as at 31st March, 2022 on such term and conditions as may be decided by the Board of Directors.

**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.”

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	41456904	3127116	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>41456908</b>	<b>3127116</b>	<b>0</b>	<b>92.99</b>

**7. Payment of Commission to Non-Executive Independent Directors of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the consent of the members be and is here by accorded to pay Commission to all the Non-Executive Independent Directors (except Managing Directors and Executive Directors) of the amount as may be decided by the Board, subject however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2021-22, computed in the manner referred to in Section 198(1) of the said Act.

**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.”



This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	44577515	6505	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>44577519</b>	<b>6505</b>	<b>0</b>	<b>99.98</b>

**8. Re-Appointment of Mr. Ashok Kumar Goel as Chairman and Executive Director and to fix his remuneration:**

“RESOLVED THAT pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules made thereunder, the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), on the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Mr. Ashok Kumar Goel (DIN: 00076553) as Chairman and Executive Director of the Company for a period of 5 (Five) years with effect from 1st April 2023 till 31st March 2028.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Mr. Ashok Kumar Goel, Chairman and Executive Director, for a further period of 5 (Five) years with effect from 1st April 2023 are as under:

**Remuneration:**

**Salary:** With effect from 1st April 2023, Rs. 2,00,00,000/- (Rupees Two Crores only) per annum (In grade of 5% increase every year)

**Perquisites:**

**Accommodation:** Company owned/leased accommodation fully furnished for his residence/residence cum office - Deduction @ 10% of the salary or actual rent paid by the Company whichever is lower.

**Electric, Gas, Water and Furnishing:** The actual expenditure on gas, electricity, water and furnishing the same shall be valued as per Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Chairman and Executive Director.

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month’s salary in a year or five months’ salary over a period of five years.

**Leave Travel:** For self and family once, a year incurred in accordance with the rules of the Company.





**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for insurance not to exceed Rs. 12,000/- per annum plus Service Tax as applicable.

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

**Provident Fund:** Employer's contribution to Provident Fund to the extent not taxable under the Income-Tax Act, 1961.

**Gratuity:** At the rate of half month's salary for each completed year of service subject to a ceiling as applicable in The Payment of Gratuity Act, 1972.

**Conveyance:** Company owned/leased Car to be provided for private purposes. Deduction of Rs. 1000/- per month for use of the Car.

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

**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Mr. Ashok Kumar Goel be also paid remuneration by way of Commission based on the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013, so however that the total remuneration payable to Mr. Ashok Kumar Goel, will not exceed 5% of the Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to the Managing Director and other Executive/ Wholetime Directors of the Company exceeds 10% of Net Profit of the Company, a proportionate deduction shall be made from the commission payable to Managing Director/ other Executive/ Wholetime 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."



This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	39781759	2521538	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>39781763</b>	<b>2521538</b>	<b>0</b>	<b>94.04</b>

**9. Re-Appointment of Mr. Gaurav Goel as Managing Director and to fix his remuneration:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules made thereunder, the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the reappointment of Mr. Gaurav Goel (DIN: 00076111) as Managing Director of the Company for a period of 5 (Five) years with effect from 1st April 2023 till 31st March 2028.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Mr. Gaurav Goel, Managing Director, for a period of 5 (Five) years with effect from 1st April, 2023 as under:

**Remuneration:**

**Salary:** With effect from 1st April 2023, Rs. 2,00,00,000/- (Rupees Two Crores only) per annum (In grade of 5% increase every year)

Perquisites:

**Accommodation:** Company owned/leased accommodation fully furnished for his residence/residence cum office. Deduction @ 10% of the salary or actual rent paid by the Company whichever is lower.

**Electric, Gas, Water and Furnishing:** The actual expenditure on gas, electricity, water and furnishing the same shall be valued as per Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Managing Director.

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month’s salary in a year or five months’ salary over a period of five years.

**Leave Travel:** For self and family once, a year incurred in accordance with the rules of the Company.



**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for insurance not to exceed Rs. 12,000/- per annum plus Service Tax as applicable.

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

**Provident Fund:** Employer's contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961.

**Gratuity:** At the rate of half month's salary for each completed year of service subject to a ceiling as applicable in The Payment of Gratuity Act, 1972.

**Conveyance:** Company owned/leased Car to be provided for private purposes. Deduction of Rs. 1000/- per month for use of the Car.

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

**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Mr. Gaurav Goel be also paid remuneration by way of Commission based on 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, so however that the total remuneration payable to Mr. Gaurav Goel will not exceed 5% of the Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the 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 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."



This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	39781780	2521513	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>39781784</b>	<b>2521513</b>	<b>0</b>	<b>94.04</b>

**10. Increase In Remuneration of Ms. Ishira Goel:**

**“RESOLVED THAT** pursuant to provisions of Sections 188(1) (f) of the Companies Act, 2013 (the Act) and other relevant applicable provisions of the Act, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification (s) or reenactment thereof for the time being in force, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors , the consent of members be and is hereby accorded for payment of remuneration of Rs. 3.00 Lakhs (Rupees Three Lakhs only) per month with 5% increase every year to Ms. Ishira Goel, Vice President of the Company.

**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.”

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	39878176	2528021	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>39878180</b>	<b>2528021</b>	<b>0</b>	<b>94.04</b>

**11. Appointment of Mr. Anant Pande as Whole time Director of the Company:**

**“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, 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. Anant Pande (DIN: 08186854), Chief Executive Officer be and is hereby appointed as Whole Time Director of the Company for a period from 27th July, 2022 upto 23rd June,2025.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Mr. Anant Pande is as under:

**Remuneration:**

**Salary:** Rs. 1,12,50,000/- (Rupees One Crores Twelve Lakhs Fifty Thousand only) per annum.

**Perquisites:**

**Accommodation:** House Rent Allowance i.e., 50% of Salary, Rs. 56,25,000/- (Rupees Fifty-Six Lacs Twenty-Five Thousand Only) per annum.

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

**Leave Travel Allowance:** For self and family equal to one month basic salary i.e., Rs. 9,37,500/- (Rupees Nine Lacs Thirty Seven Thousand and Five Hundred Only) per annum in accordance with the rules of the Company.

**Bonus:** Rs. 6996/- (Rupees Six Thousand Nine Hundred and Ninety Six Only) per annum.

**Leave Encashment:** Up to Rs. 9,37,500/- (Rupees Nine Lacs Thirty-Seven Thousand and Five Hundred Only) per annum in accordance with the rules of the Company.

**Composite Allowances:** Rs. 23,75,604/- (Rupees Twenty-Three Lacs Seventy-Five Thousand Six Hundred and Four Only) per annum in accordance with the rules of the Company.

**Provident Fund:** Employer's contribution to Provident Fund @12% of basic salary i.e., Rs. 13,50,000/- (Thirteen Lacs Fifty Thousand Only) per annum.

**One Time Joining Bonus:** Rs. 75,00,000/- (Rupees Seventy Five Lacs)

**Children's Education Allowance:** Rs. 2400/- (Rupees Twenty Four Hundred Only) per annum

**Annual Incentive:** Rs. 60,00,000/- (Rupees Sixty Lacs) subject to the approval of Board of Directors or as delegated by the Board.

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

**RESOLVED FURTHER THAT** 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.”

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	44583516	504	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>44583520</b>	<b>504</b>	<b>0</b>	<b>99.99</b>

**12. Appointment of Ms. Pallavi Khandelwal as Independent Director and Woman Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Ms. Pallavi Khandelwal (DIN: 09685535), who was appointed as Non-Executive Independent Director and Woman (Additional) Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee w.e.f. 27th July, 2022 and holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director and Woman Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years from 27th July, 2022 up to 26th July, 2027.

**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.”



This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	44583385	635	0	---
E-Voting at Venue	4	0	0	---
<b>Total</b>	<b>4583389</b>	<b>635</b>	<b>0</b>	<b>99.99</b>

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

