

30.09.2022

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,

Sub: Intimation of Appointment/Re-appointment of Joint Statutory Auditors

In continuation of our letter dated 14th September, 2022, this is to inform that Appointment/ Re-appointment of Joint Statutory Auditors was approved by Shareholders in the Annual General Meeting of the Company from the conclusion of 87th Annual General Meeting till the conclusion of 92nd Annual General Meeting of the Company.

Brief details are as under:

Name	M/s Mittal Gupta & Co (Appointment) and M/s TR Chadha & Co. LLP (Re-appointment)
Reason for Change and Brief Profile	Relevant page of AGM notice (Item no. 4 of Explanatory Statement pursuant to Section 102 (1) of Companies Act, 2013) mentioning reason of change and brief profile is enclosed.
Date of Appointment/ Re-appointment	14 th September, 2022

Kindly take the information on record.

Thanking you,
Yours Faithfully,
For Dhampur Sugar Mills Limited

Aparna Goel
Company Secretary
M. No.- 22787

ANNEXURE 1

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**Item No. 4****Appointment of Joint Statutory Auditors and to fix their remuneration:**

The members are informed that pursuant to provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, Regulation 18 and Regulation 36(5) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the existing auditors i.e. M/s TR Chadha & Co., Chartered Accountants, and M/s Atul Garg & Associates, Chartered Accountants, Joint Statutory Auditors of the Company will retire at the conclusion of the forthcoming Annual General Meeting of the Company. It is further informed that M/s Atul Garg & Associates, Chartered Accountants have expressed their inability to continue as statutory auditors due to their other pre-occupations.

M/s TR Chadha & Co., Chartered Accountants, are eligible and have given their consent for re- appointment for another term of five years and certificate to the effect that they satisfy the criteria as prescribed in Section 141 of the Companies Act, 2013.

It is further informed that the Company has approached and received consent from M/s Mittal Gupta & Co. Chartered Accountants, Kanpur, to act as Statutory Auditors of the Company for a term of Five Years and certificate to the effect that they satisfy the criteria as prescribed in Section 141 of the Companies Act, 2013.

Based on the recommendation of Audit Committee, the Board of Directors at its meeting held on 29th May, 2022 approved the appointment of M/s TR Chadha & Co. and M/s Mittal Gupta & Co. as Joint Statutory Auditors of the Company for a term of five years from the conclusion of the ensuing Annual General Meeting until the conclusion of Ninety Second Annual General Meeting to be held in the year 2027. The appointment /re-appointment is subject to approval by the shareholders of the Company.

The proposed remuneration to be paid to M/s TR Chadha and Co. LLP, and M/s Mittal Gupta & Co. for audit services for the financial year ending March 31, 2023, is ₹ 15.00 Lakhs (Rupees Fifteen Lakhs) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services

and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the past performance, experience and expertise of M/s TR Chadha & Co. and M/s Mittal Gupta & Co. and based on the recommendation of the Audit Committee, it is proposed to appoint them as Joint Statutory auditors of the Company for a term of five consecutive years till the conclusion of the 92nd Annual General Meeting of the Company in terms of the aforesaid provisions.

Brief profile of Auditors :

T R Chadha & Co LLP- has history of over 76 years and PAN India presence with 11 Locations, the firm has been providing industry expertise to numerous multinationals as well as reputed Indian companies. The firm offer wide array of services spanning across Assurance services, Internal Audit & Risk Advisory, Direct & Indirect and international Taxation & Consultancy Services. The Firm LLP identification number is AAF-3926. TRC is registered with Public Company Accounting Oversight Board (PCAOB) U.S.A. and is authorised to conduct US GAAP Audits.

Mittal Gupta & Co, with history of over 40 years has been conducting Statutory Central Audit of Banks, Large Corporates and Government Companies. They also provides services in Income Tax, SEBI and Corporate Laws and Management and Financial Advisors.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

The Board recommends the Ordinary Resolution as set out at item no. 4 of the notice for approval by the Members.