

Date: 14.09.2022

To,
Asst. Vice President
National Stock Exchange of India Ltd.
Exchange plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Asst. General Manager
Dept of Corp. Services,
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai: 400001.

Dear Sir/Madam,

Sub: Proceedings of 87TH Annual General Meeting of Dhampur Sugar Mills Limited held today i.e 14th September, 2022.

This is to inform you that 87th Annual General Meeting of Members of the Company has been conducted today i.e., 14th day of September, 2022 through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) in accordance with the applicable circulars issued by Ministry of Corporate Affairs and SEBI. The businesses as stated in the Notice dated July 27, 2022 were transacted and put to vote at the Annual General Meeting.

The meeting concluded at 3.00 P.M.

In compliance with Regulation 30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015, please find enclosed the proceedings of the 87th Annual General Meeting.

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

Thanking you,

Yours Faithfully
For Dhampur Sugar Mills Limited

Aparna Goel
Company Secretary
M. No: 22787

PROCEEDINGS OF THE 87TH ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON WEDNESDAY, 14TH DAY OF SEPTEMBER 2022 THROUGH TWO WAY VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') AT 02:00 P.M. (IST)

The 87th Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Wednesday, 14th 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").

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

Ms. Aparna Goel, Company Secretary welcomed the Shareholders, Directors, and others present. She introduced the Chairman, Managing Director, other Directors, Chief Executive Officer and Whole Time Director , Chief Financial Officer and other Company officials who have joined the meeting from their respective locations. All the Directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company were also present at the AGM (except Mr. Yashwardhan Poddar, Independent Director). The representatives of the Statutory Auditors of the Company were also present through video conferencing.

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

It was then informed that in compliance with the provisions of the Companies Act, 2013, Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was made available by the Company to its shareholders through NSDL from Sunday, 11th September 2022, (9:00 A.M. IST) to Tuesday, 13th September 2022, (5:00 P.M. IST).

It was further informed that:

- the members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system during the meeting. The e-voting facility was made available 30 minutes after the conclusion of the meeting.
- all the documents referred to in the accompanying Notice and Explanatory Statements, 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 had also been made available electronically for inspection during the AGM.

Total 79 shareholders attended the meeting.

After ascertaining the requisite quorum, Mr. Ashok Kumar Goel, Chairman, called the meeting to order and extended a warm welcome to the members present. 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. Financial Performance of the Company was explained by the Chief Financial Officer of the Company.

Thereafter the Notice of AGM dated 27th July, 2022, Report of Board of Directors 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.

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

Thereafter, the items as set out in the notice convening the meeting were taken up. It was further informed that the members who have not cast their vote through remote e-voting were requested to vote on the proposed resolutions (i.e., Resolution No. 1 to 12 of the Notice of AGM) through e-voting at the AGM. It was also informed that the e- voting module in the AGM for casting vote was already active and will remain active for thirty minutes after the closure of the meeting.

The Company Secretary informed the members that the results of remote e-voting shall be downloaded by the Scrutinizer, and he would prepare his report on the same. Thereafter scrutinizer will club the remote e-voting results with results of e-voting at the AGM. The Scrutinizer will submit his report to the Chairman, and he will countersign the same. The combined results would be announced/displayed through the website of the Company i.e. (www.dhampursugar.com) and NSDL (www.evoting.nsdl.com) within 48 hours from the conclusion of the meeting and will be intimated to Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company. The combined results would be treated as part of proceedings. The Chairman also thanked all the members for their presence and involvement.

Thereafter e-voting was then conducted on the following items:

S. No.	Details of Resolutions	Resolution Type
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of Auditors thereon.	Ordinary

2.	To confirm the payment of Interim Dividend of Rs. 6.00 per Equity Share of Rs. 10 each as final dividend for the year ended 31st, March 2022.	Ordinary
3.	To appoint a director in place of Mr. Ashok Kumar Goel (DIN: 00076553), who retires by rotation and being eligible offers himself for re- appointment.	Ordinary
4.	Appointment/Re-appointment of Joint Statutory Auditors and to fix their remuneration.	Ordinary
5.	Payment of Remuneration to the Cost Auditors for the Financial Year 2022-23.	Ordinary
6.	Invitation and Acceptance of Fixed Deposits from the Members and Public.	Ordinary
7.	Payment of Commission to Non- Executive Independent Directors of the Company.	Special
8.	Re-Appointment of Mr. Ashok Kumar Goel as Chairman and Executive Director and to fix his remuneration.	Special
9.	Re-Appointment of Mr. Gaurav Goel as Managing Director and to fix his remuneration.	Special
10.	Increase In Remuneration of Ms. Ishira Goel.	Ordinary
11.	Appointment of Mr. Anant Pande as Whole time Director of the Company.	Special
12.	Appointment of Ms. Pallavi Khandelwal as Independent Director and Woman Director of the Company.	Special

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

The meeting concluded at 3:00 P.M. with vote of thanks .

For Dhampur Sugar Mills Limited

Aparna Goel
Company Secretary
M. No :22787