



Dhampur Sugar Mills Limited

241, Okhla Industrial Estate, Phase III
New Delhi - 110 020, India
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Tele Fax: +91-11-2693 5697
E-mail: corporateoffice@dhampur.com
Website: www.dhampur.com

13.09.2018

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: Minutes of Annual General Meeting of Dhampur Sugar Mills Limited.

Please find attached Minutes of 83rd Annual General Meeting of Members of the Company held on 30th August, 2018 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.).

Thanking you,

Yours Faithfully
For Dhampur Sugar Mills Limited

Aparna Goel
Company Secretary
M.No : 22787



CIN : L15249UP1933PLC000511

Regd. Office: Dhampur, Dist. Bijnor, Pin Code: 246 761 (U.P.)

Branch Office: 1/125, Vijay Khand, Gomti Nagar, Lucknow - 226 010 (U.P.), Tel.: +91-522-239243

Sugar Units : 1. Dhampur, 2. Mansurpur, 3. Asmoli, 4. Rajpura, 5. Meerganj

Distillery : Asmoli & Dhampur

MINUTES OF THE 83RD ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON THURSDAY, 30TH DAY OF AUGUST, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT DHAMPUR, DISTRICT - BIJNOR (U.P.) AT 2.00 P.M.

Present

As per Attendance Register.

On the dais were Shri Gautam Goel, Managing Director, Shri Priya Brat, Independent Director, Shri Sandeep Kumar Sharma, Whole Time Director and Chief Operating Officer, Shri Nalin Kumar Gupta, Chief Financial Officer and Shri Saket Sharma, Secretarial Auditors and Scrutinizer.

Welcome note by the Company Secretary:

Ms. Aparna Goel, Company Secretary welcome the Shareholders, Directors and others present and gave brief introduction of the dignitaries on the dais.

She explained that:

- Statutory Registers, Returns, Secretarial Audit Report etc were available for Inspection of the Members.
- Due to health issues, Shri V.K Goel, Chairman of the company was not able to attend the meeting and in his absence Shri Gautam Goel, Managing Director was elected as Chairman of the meeting with the consent of Shareholders.
- Shri M.P Mehrotra, Chairman of Audit Committee and Nomination and Remuneration Committee and Shri Ashwani K Gupta Chairman of the Stakeholder Relationship Committee of the Board were also not able to attend the meeting due to their non-availability and had nominated Shri Priya Brat, member of above committees of the Board to attend the meeting on their behalf and answer shareholders queries, if any.
- The statutory Auditors could not attend the meeting and sought exemption.

Minutes of the last Annual General Meeting:

Minutes of the last Annual General Meeting held on 28th August, 2017 were read and confirmed.

Chairman Address:

After ascertaining the requisite quorum, the Chairman called the meeting to proceed and extended a warm welcome to the members present. He explained the overall scenario of sugar industry viz a viz Company's performance at macro level.

With the permission of members the Notice of the Meeting, the Director's Report along with Annexure thereto and the Annual Accounts for the financial year ended March, 2018 were taken as read.

The Chairman stated that the Company's Chief Financial Officer, Shri Nalin K Gupta is present in the meeting and requested the Members that they can raise the queries, if any relating to Accounts of the Company. No query was raised by the members. He however explained the vital numbers viz revenue, profit etc of the Company.

Chairman address was applauded by the Shareholders.



Ms. Aparna Goel, Company Secretary read the Auditors Report and It was further informed that the Auditors Report does not contain any qualification, observation or comment on Annual Accounts of the Company for the Financial Year ending 31st March, 2018.

It was informed that Remote E-voting facility had been provided to the members. Remote E-voting was open from 27th August, 2018 to 29th August, 2018.

Mr. Saket Sharma, Partner, GSK & Associates, Company Secretaries was appointed as Scrutinizer to scrutinize the process of Remote e-voting and voting at the meeting in fair and transparent manner.

The Company Secretary then one by one read the items to be transacted. She then informed that Shri Gautam Goel, Managing Director and Shri Sandeep Sharma, Whole Time Director were interested in item No. 3 and 4 respectively. The Chairman thereafter ordered for voting by poll and requested the shareholders who had not cast their vote on Remote e-voting, to cast their vote and then ballot papers were distributed under the supervision of Mr. Saket Sharma, Scrutinizer.

The Members were briefed about the process of Poll and two empty ballot boxes were displayed and sealed.

The poll was then conducted and concluded.

The Meeting concluded at 3:40 P.M.

The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized.

The votes cast by remote e-voting were unblocked on 30th August, 2018 at around 4.03p.m. in presence of 2 witnesses, Mr. Apoorv Verma and Ms. Pooja Kakrania, who are not in the employment of the Company.

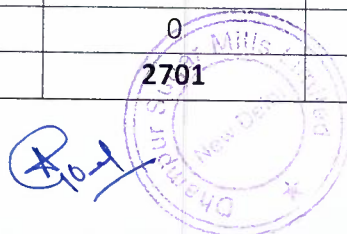
The scrutinizer then provided the consolidated summary of results of remote e-voting and voting at annual general meeting through poll and as per the results following resolutions were passed with requisite majority.

1. **Adoption Of Annual Accounts For The Financial Year Ended 31st March, 2018**

"**RESOLVED THAT** Balance Sheet as at 31st March, 2018 and the Profit & Loss Account of the Company for the period ended on 31st March, 2018 together with Board Report and Auditors' Report thereon be and are hereby adopted."

The above 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	30297752	2701	0	
By Poll	13583849	0	0	
Total	43881601	2701	0	99.994



2. **Confirmation of the payment of Interim Dividend @ Rs. 3.00 per Equity Share of Rs.10 each paid during the year as Final Dividend for the year ended 31st March, 2018.**

"RESOLVED THAT Interim Dividend of Rs. 3.00 per Equity Share of Rs.10 each paid during the year be confirmed as final Dividend for Financial Year 2017-18."

The above 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	30297752	2701	0	
By Poll	13583849	0	0	
Total	43881601	2701	0	99.994

3. **Re-appointment of Shri Gautam Goel, Director of the Company , who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT Shri Gautam Goel, Director, retiring by rotation and being eligible, be and is hereby re-appointed director of the Company."

The above resolution was passed by shareholders as under :

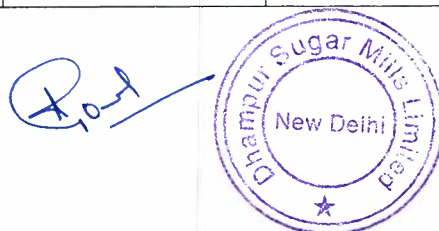
Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	26052913	2751	0	
By Poll	13583849	0	0	
Total	39636762	2751	0	99.993

4. **Re-appointment of Shri Sandeep Kumar Sharma, Director of the Company, who retires by rotation and being eligible, offers himself for re- appointment.**

"RESOLVED THAT Shri Sandeep Kumar Sharma, Director, retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

The above 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	29396917	901086	0	
By Poll	13583094	0	755	
Total	42980011	901086	755	97.947



5. **Ratification of Remuneration payable to Shri S.R Kapur, the Cost Auditors of the Company for the Financial Year 2018-19.**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 (“the 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 ₹1,50,000/- and applicable taxes and re-imbursment of expenses incurred / to be incurred on actual basis payable to Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) who was re- appointed as Cost Auditors of the Company for the Financial Year 2018-19 by the Board of Directors of the Company.”

The above 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	30295252	2751	0	
By Poll	13583849	0	0	
Total	43879101	2751	0	99.994

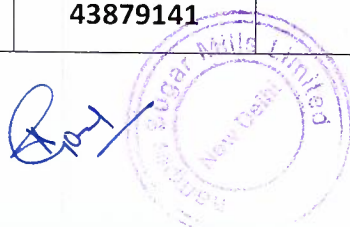
6. **Approval of charges for service of documents on the Shareholders:**

RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 (“the Act”) and other applicable provisions, if any, of the said Act and relevant rules made there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least 10 days in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

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

The above resolutions were 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	30295292	2711	0	
By Poll	13583849	0	0	
Total	43879141	2711	0	99.994



7. **Continuation of the term of Shri. Priya Brat, Non-Executive Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri. Priya Brat as an Independent Director, who is 83 years of age, till the expiry of his present term, i.e. up to 25th September 2019, as approved by the shareholders vide their ordinary resolution in their 79th Annual General Meeting held on 26th September, 2014.

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

The above resolutions were 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	29363317	934686	0	
By Poll	13583849	0	0	
Total	42947166	934686	0	97.870

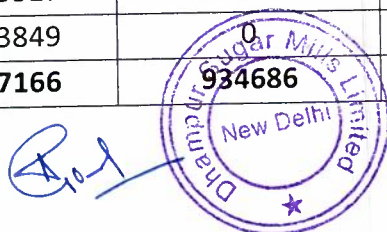
8. **Continuation of the term of Shri. Mahesh Prasad Mehrotra, Non-Executive Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri. Mahesh Prasad Mehrotra as an Independent Director, who is 78 years of age, till the expiry of his present term, i.e. up to 25th September 2019, as approved by the shareholders vide their ordinary resolution in their 79th Annual General Meeting held on 26th September, 2014.

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

The above resolutions were 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	29363317	934686	0	
By Poll	13583849	0	0	
Total	42947166	934686	0	97.870



9. Continuation of the term of Shri. Harish Saluja, NonC Executive Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri. Harish Saluja as an Independent Director, who is 80 years of age, till the expiry of his present term, i.e. up to 25th September 2019, as approved by the shareholders vide their ordinary resolution in their 79th Annual General Meeting held on 26th September, 2014.

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

The above resolutions were 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	28475654	1822349	0	
By Poll	13583849	0	0	
Total	42059503	1822349	0	95.847

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

