

**Date:** June 18, 2025

**To,**

**The Manager – Listing  
Dept of Corp. Services,  
BSE Limited  
P.J. Towers, Dalal Street, Fort,  
Mumbai – 400 001  
Scrip Code: 543593**

**The Manager – Listing  
National Stock Exchange of India Ltd.  
Exchange plaza, Bandra Kurla Complex  
Bandra East  
Mumbai – 400 051  
Symbol: DBOL**

Dear Sir/Ma'am,

**Sub: Notice of 5<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2024-25**

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice convening the 5<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2024-25.

The 5<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Friday, July 11, 2025 at 4:00 P.M. (IST) via two-way Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The said Notice is also available on the website of the Company at [www.dhampur.com](http://www.dhampur.com)

You are requested to take the same on record.

Thanking you

Your Sincerely,  
**For Dhampur Bio Organics Limited**

**Ashu Rawat  
Company Secretary and Compliance Officer  
M. No. 22810**



# DHAMPUR BIO ORGANICS LIMITED

Regd office: Sugar Mill Compound, Village Asmoli, Sambhal, Moradabad, UP-244304  
Tel: +91-7302318313, E-mail: investors@dhampur.com, Website: www.dhampur.com,  
CIN: L15100UP2020PLC136939

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 5<sup>th</sup> Annual General Meeting ("AGM") of Dhampur Bio Organics Limited ('the Company') will be held on Friday, July 11, 2025 at 04:00 P.M. through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following business:

### **ORDINARY BUSINESSES:**

#### **Item No. 1**

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of Auditors thereon.

#### **Item No. 2**

To declare the final dividend @12.50 % i.e. ₹1.25 per equity share for the Financial Year ended March 31, 2025 as recommended by the Board of Directors.

#### **Item No. 3**

To appoint a director in place of Mr. Vijay Kumar Goel (DIN: 00075317), who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESSES:**

#### **Item No. 4**

Payment of Remuneration to the Cost Auditor for the Financial Year 2025-26

To consider, and if thought fit, to pass the following resolution as Ordinary Resolution:-

**"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 ₹1,80,000/- plus applicable taxes and re-imbursment of expenses incurred/to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, who was appointed

as Cost Auditor of the Company for the Financial Year 2025-26 by the Board of Directors of the Company on the recommendation of Audit Committee of the Company.

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

#### **Item No. 5**

Appointment of Secretarial Auditor of the Company

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with any other provision as may be applicable, the consent of the members of the Company be and is hereby accorded to appoint M/s GSK & Associates, Company Secretaries, Kanpur (FRN : P2014UP036000) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years with effect from April 1, 2025, at a remuneration as may be determined by the Board of Directors or any Committee of the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper, desirable or expedient and to file necessary forms with the Registrar of Companies, Kanpur within the prescribed time to give effect to the above resolution."

#### **Item No. 6**

Re-appointment of Mr. Vijay Kumar Goel (DIN:00075317) as Chairman and Executive Director of the Company and to fix his remuneration

To consider and if thought fit, to pass the following resolutions as Special Resolution:-

**"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, Board of Directors and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of members of the Company be and is here by accorded for the appointment of Mr. Vijay Kumar Goel (DIN: 00075317) as Chairman and Executive Director of the Company for a term of 3 (Three) consecutive years with effect from May 5, 2025 till May 4, 2028.

**RESOLVED FURTHER THAT** the minimum yearly remuneration and perquisites be paid to Mr. Vijay Kumar Goel, Chairman and Executive Director, for a period of three years with effect from May 5, 2025, irrespective of facts that the company has in any financial year no profit or its profits are inadequate during the aforesaid tenure of three years, as mentioned under:

**Remuneration:**

**Basic Salary:** With effect from May 5, 2025, ₹1,75,00,000/- per annum (In grade of 5% increase every year).

**Perquisites:**

**House:** For accommodation, premises owned / rented by the Company.

**Electric, Gas, Water and Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962.

**Medical:** Reimbursement of actual expenses incurred in India or abroad including hospitalisation and surgical charges for self and family.

**Leave Travel:** Leave travel including foreign travel for self and family once a year incurred in accordance with the rules of the Company.

**Club Fees:** . Reimbursement of membership fee for two club in India including admission and annual membership fee.

**Mediclaime and Personal Accident Insurance:** Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.

**Conveyance:** Company maintained car(s) with driver(s) for use of Chairman.

**Other perquisites:** Subject to overall ceiling on remuneration mentioned hereinbelow, Mr. Vijay Kumar Goel may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide

**Others benefits:** (Not to be included in the computation of ceiling of remuneration).

**Provident Fund:** Employer's contribution to Provident Fund as applicable 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, as per applicability.

**Leave Encashment:** Encashment of leaves at the end of tenure as per the Rules of the Company.

**RESOLVED FURTHER THAT** in addition to the above minimum basic salary and perquisites, in case of adequacy of profits, Mr. Vijay Kumar Goel (DIN: 00075317) be also paid remuneration by way of Commission as per recommendations and/ or approvals of the Nomination and Remuneration Committee 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 maximum amount of commission paid/payable to Mr. Vijay Kumar Goel, in case of adequacy of profits, shall not exceed 5% of Profits of the Company as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 less the minimum amount of basic salary and perquisites paid to Mr. Vijay Kumar Goel.

**RESOLVED FURTHER THAT** the maximum amount of commission paid/payable to all Executive Directors, in case of adequacy of profits, shall not exceed 10% of Profits of the Company as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 less the minimum amount of basic salary and perquisites paid to Mr. Vijay Kumar Goel and total remunerations paid to the other Managing Director(s) and Whole Time Director(s) of the Company.

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

**Item No. 7**

Re-appointment of Mr. Gautam Goel, (DIN: 00076326) as Managing Director and Chief Executive Officer of the Company and to fix his remuneration

To consider and if thought fit, to pass the following resolutions as Special Resolution:-

**"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, Board of Directors and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of members of the Company be and is here by accorded for the appointment of Mr. Gautam Goel (DIN:

00076326) as Managing Director & Chief Executive Officer of the Company for a term of 3 (Three) consecutive years with effect from May 5, 2025 till May 4, 2028.

**RESOLVED FURTHER THAT** the minimum yearly remuneration and perquisites be paid to Mr. Gautam Goel, Managing Director & Chief Executive Officer, for a period of three years with effect from May 5, 2025, irrespective of facts that the company has in any financial year no profit or its profits are inadequate during the aforesaid tenure of three years, as mentioned under:

**Remuneration:**

**Basic Salary:** With effect from May 5, 2025, ₹2,90,00,000/- per annum (In grade of 7.5% increase every year).

**Perquisites:**

**Housing:** For accommodation, premises owned / rented by the Company.

**Electric, Gas, Water And Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962.

**Medical:** Reimbursement of actual expenses incurred in India or abroad including hospitalisation and surgical charges for self and family.

**Leave Travel:** Leave travel including foreign travel for self and family once a year incurred in accordance with the rules of the Company.

**Club Fees:** . Reimbursement of membership fee for two club in India including admission and annual membership fee.

**Mediclaim and Personal Accident Insurance:** Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.

**Conveyance:** Company maintained car(s) with driver(s) for use of Managing Director.

**Other perquisites:** Subject to overall ceiling on remuneration mentioned hereinbelow, Mr. Gautam Goel may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide.

**Others benefits:** (Not to be included in the computation of ceiling of remuneration).

**Provident Fund:** Employer's contribution to Provident Fund as applicable 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, as per applicability.

**Leave Encashment:** Encashment of leaves at the end of tenure as per the Rules of the Company.

**RESOLVED FURTHER THAT** in addition to the above minimum basic salary and perquisites, in case of adequacy of profits, Mr. Gautam Goel (DIN: 00076326) be also paid remuneration by way of Commission as per recommendations and/ or approvals of the Nomination and Remuneration Committee 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 maximum amount of commission paid / payable to Mr. Gautam Goel, in case of adequacy of profits, shall not exceed 5% of Profits of the Company as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 less the minimum amount of basic salary and perquisites paid to Mr. Gautam Goel.

**RESOLVED FURTHER THAT**, the maximum amount of commission paid/payable to all Executive Directors, in case of adequacy of profits, shall not exceed 10% of Profits of the Company as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 less the minimum amount of basic salary and perquisites paid to Mr. Gautam Goel and total remunerations paid to the other Managing Director(s) and Whole Time Director(s) of the Company.

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

**Item No. 8**

Re-appointment of Mr. Sandeep Kumar, (DIN: 06906510) as Whole-Time Director of the Company and to fix his remuneration.

To consider and if thought fit, to pass the following resolutions as Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), 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), pursuant to the recommendation of the Nomination and Remuneration Committee, Board of Directors and subject to the approval of other regulatory approval(s) as may be required, the consent of the members of the Company be and is here by accorded for appointment of Mr. Sandeep Kumar (DIN: 06906510), as Whole Time Director of the Company for a term of 1 (One) year with effect from May 5, 2025 till May 4, 2026.



**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Mr. Sandeep Kumar, Whole Time Director, for a period of 1 (one) year with effect from May 5, 2025 are as under:

**Remuneration:**

**Basic Salary:** With effect from May 5, 2025 ₹45,00,000/- per annum, to be paid on monthly basis.

**House Rent Allowance/ Company provided accommodation:** ₹18,00,000/- per annum

**Perquisites:**

**Leave Encashment:** As per Company Policy.

**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, as per applicability.

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

**RESOLVED FURTHER THAT** during the tenure of his appointment, Mr. Sandeep Kumar will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of aforesaid term of Mr. Sandeep Kumar, the abovementioned remuneration comprising salary, perquisites and benefits shall be paid as minimum remuneration to him.

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

**By Order of the Board  
For Dhampur Bio Organics Limited**

**Vijay Kumar Goel**  
Chairman  
DIN: 00075317

Place: New Delhi  
Date: May 02, 2025

## NOTES:

### I. GENERAL INFORMATION

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) ("MCA Circulars") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.  
  
In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Members are requested not to visit Corporate Office/ Registered Office to attend the AGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Listing Regulations in respect of the Special Business(es) to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto as Annexure 1.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint their authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is also not annexed hereto.
5. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. Brief Profile under sub-regulation (3) of Regulation 36 of the Listing Regulations and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director(s) seeking re-appointment at the 5<sup>th</sup> Annual General Meeting forms part of this notice.
7. The Company has fixed Friday, July 4, 2025 as "Record Date" to determine the entitlement of the shareholders to receive dividend for the Financial Year 2024-25.
8. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the amount of dividend payable does not exceed ₹10,000. The Company shall therefore be required to deduct tax at source at the time of making the payment of the said Dividend payable. The shareholders are requested to update their PAN with the depositories. However, no tax or reduced tax shall be deducted on the dividend payable by the company in cases the shareholder provides Form 15G (applicable to any Resident Individual other than a Company or a Firm) / Form 15H (applicable to any Resident Individuals above the age of 60 years) / Form 10F (applicable to Non- Residents), provided that the eligibility conditions are being met. Needless to say, Permanent Account Number (PAN) is mandatory for all category of Forms. To avail this benefit, shareholders need to provide respective declaration/ document to our RTA i.e. M/s Alankit Assignments Limited.
9. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits as mentioned above.
10. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM alongwith the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.dhampur.com](http://www.dhampur.com) and website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. For receiving all communication (including Annual Report, Notices, Circulars etc.) from the Company electronically, members holding shares in dematerialised mode are requested to register / update their email addresses and other relevant details with the relevant Depository Participant.



12. Pursuant to the Scheme of Arrangement, the Company has issued shares in dematerialised form only. The shareholders who were holding physical shares in the Demerged Company and have not submitted their demat account details with the Company and/ or Registrar and Transfer Agent, their shares have been transferred to "DBO Physical Share Suspense Account". Such shareholders are requested to update details of their demat account along with the copy of their Client Master List (CML) with the Registrar and Transfer Agent of the Company i.e. M/s Alankit Assignments Limited (CIN: U74210DL1991PLC042569) at [rta@alankit.com](mailto:rta@alankit.com) and/or to the Company at [investors@dhampur.com](mailto:investors@dhampur.com).
13. SEBI, vide its notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, has mandated that requests for effecting transfer of securities held in physical shall not be processed from 1<sup>st</sup> April, 2019, unless the securities are held in the dematerialised form with the depositories. Further requests for transmission or transposition of securities, whether held in physical or dematerialised form, shall be effected only in dematerialised form.

In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider and dematerialise shares held by them in physical form.

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) to be transacted at the AGM. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by National Securities Depository Limited (NSDL).

## **II. PROCEDURE FOR INSPECTION OF DOCUMENTS**

1. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection during the AGM.
2. Members, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before June 30, 2025 through email on [investors@dhampur.com](mailto:investors@dhampur.com). The same will be replied by the Company suitably.

## **III. INSTRUCTIONS FOR ATTENDING THE AGM AND ELECTRONIC VOTING**

### **A. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.
2. Members who do not have the User ID and/or Password for e-voting or have forgotten the User ID and/or password may retrieve the same by following the remote e-voting instructions mentioned below in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Members may join the AGM through VC/OAVM, 15 minutes before the scheduled time to start the AGM following the procedure mentioned in the Notice below. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members who would like to ask questions during the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company's e-mail address [investors@dhampur.com](mailto:investors@dhampur.com) in at least 48 hours in advance before the start of the AGM. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM.
5. The Company reserves the right to restrict the number of speakers at the AGM.

### **B. VOTING THROUGH ELECTRONIC MEANS**

The remote e-voting period begins on Monday, July 07, 2025 at 09:00 A.M and ends on Thursday, July 10, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date

i.e. Friday, July 4, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 4, 2025.

### 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 and joining virtual meeting 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>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 hold 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid #ccc; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                 <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 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 or joining virtual meeting &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat 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)	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*****.

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](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number, your PAN, your name and your registered address etc.
  - c) 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 and General Meeting is in active status.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **“VC/OAVM”** link placed under **“Join Meeting”**.
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](mailto:cssaket.associates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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?”** option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 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 investors@dhampur.com. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above

for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**OTHER INSTRUCTIONS**

- IV.** Persons who have acquired shares and became Member of the Company after the dispatch of the Notice of the AGM but before the cut-off date of July 04, 2025, may obtain their user ID and password for e-voting from the Company or NSDL. If the member is already registered with NSDL e-voting platform then he can use existing User ID and password for casting the vote through remote e-voting.
- V.** Mr. Saket Sharma, Partner, M/s GSK & Associates, Company Secretaries (Membership No. F4229, C.P. No. 2565), has been appointed as the Scrutinizer, to Scrutinize the voting process (electronically or otherwise) for the Annual General Meeting (AGM) of the Company in a fair and transparent manner and submit a Consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.
- VI.** The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
- VII.** Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.



**VIII.** The declared results along with the Scrutinizer's Report will be available on the Company's website at [www.dhampur.com](http://www.dhampur.com), on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), within two working days of passing of Resolutions at the Annual General Meeting of the Company.

**IEPF RELATED INFORMATION:**

Members are requested to note that, pursuant to scheme of Arrangement, the shareholders whose shares and/or dividend have been transferred to Investor Education and Protection Fund (IEPF), may write to the Company/ RTA for advising the procedure for Claiming the shares / dividend from IEPF Authorities. On the shareholder/ Claimant compiling with the procedure advised and submitting the required documents, the Company shall issue Entitlement Letter. The Members can submit the Entitlement Letter alongwith Form IEPF 5 and other

required documents as mentioned at [www.iepf.gov.in](http://www.iepf.gov.in) and claim their shares from IEPF Authority

As on March 31, 2025, 2,13,944 equity shares of the Company are lying in the Investor Education and Protection Fund Authority (IEPFA).

In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their e-mail addresses with the Registrar and Transfer Agent of the Company i.e. M/s Alankit Assignments Limited (in case the e-mail addresses are not updated) and with Depository Participants (in case the shares are held in demat mode) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

## Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.

### Item No. 4

#### Payment of Remuneration to the Cost Auditor for the Financial Year 2025-26

The Board of Directors in its meeting held on Friday, May 02, 2025 have approved the appointment of Mr. S.R. Kapur, Cost Accountant, as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2025-26 at a remuneration of ₹1,80,000/- per annum. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors for the Financial Year 2025-26 is required to be ratified by way of Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 04 of the notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, in the resolution set out at item no. 4 of the notice.

### Item No. 5

#### Appointment of Secretarial Auditor

Pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with provisions of Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Board of Directors at their meeting held on May 02, 2025 has approved, subject to approval of members of the Company, appointment of M/s. GSK & Associates, Company Secretaries, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2014UP036000) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030. The proposed fees for secretarial auditors is ₹7,50,000/- (Rupees Seven Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board.

GSK & Associates, Company Secretaries, (Firm Registration Number: P2014UP036000) is a reputed firm with more than 28 years of experience as Practicing Company Secretary in Secretarial Affairs, Corporate re-structuring, capital issues, initiative & liaising. Practicing at Kanpur and Delhi and having large number of companies including private limited, public limited, listed and NBFCs. Proficiency in Secretarial Audits, public issue of capital including GDR issue, spearheading Acquisition, Business

Valuation and Corporate Re-structuring projects encompassing development of strategy, due diligence and documentation activities.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

GSK & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with SEBI Circular dated December 31, 2024.

The Board of Directors of the Company recommends the resolution set out at Item No.05 for approval of the Members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

### Item No. 6

#### Re-appointment of Mr. Vijay Kumar Goel (DIN: 00075317) as Chairman and Executive Director of the Company and to fix his remuneration

Mr. Vijay Kumar Goel was appointed as Chairman of the Company in the Board Meeting held on May 30, 2022. He was appointed as Executive Director for a period of three years with effect from May 5, 2022 till May 4, 2025 which was approved by the shareholders in its meeting held on September 26, 2022. The term of Mr. Vijay Kumar Goel as Chairman and Executive Director ended on May 4, 2025. The Board of Directors of the Company at its meeting held on May 2, 2025 on recommendation of Nomination and Remuneration Committee, has approved re-appointment of Mr. Vijay Kumar Goel as Chairman and Executive Director for a period of three years with effect from May 05, 2025 and recommends the same for the approval of shareholders of the Company.

It is informed that the Company has received a declaration from Mr. Vijay Kumar Goel, that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has also received his consent to continue to act as a Director.

Mr. Vijay Kumar Goel is the promoter of the Company and the Chairman on the Board. He has been the President of the Indian Sugar Mills Association and the Indian Sugar Export Corporation.



With over 65 years of experience in the sugar industry, he has spearheaded several technological innovations in the industry.

Mr. Vijay Kumar Goel is above 70 years of age. As per Section 196(3) and Part-I of Schedule V to the Companies Act, 2013, appointment of a person who has attained the age of seventy (70) years may be made by passing a Special resolution.

The Board recommends the Special Resolution as set out at Item no. 06 of the notice for approval by the Members.

Details of Mr. Vijay Kumar Goel, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and Listing Regulations is annexed to the notice

The Statement containing additional details as required under Schedule V of the Companies Act, 2013 with reference to Resolution at the Item No. 06 is annexed hereto marked as Annexure – A

Mr. Vijay Kumar Goel, Chairman himself, Mr. Gautam Goel, Managing Director & CEO and Mrs. Bindu Vashist Goel, Non-Executive Director, being relatives of Mr. Vijay Kumar Goel are concerned or interested in the Resolution at Item No. 06 of this Notice.

#### **Item No. 7**

##### **Re-appointment of Mr. Gautam Goel (DIN: 00076326) as Managing Director and Chief Executive Officer of the Company**

Mr. Gautam Goel was appointed as Managing Director of the Company in the Board Meeting held on May 30, 2022. He was appointed as Managing Director for a period of three years with effect from May 5, 2022 till May 4, 2025 which was approved by the shareholders in its meeting held on September 26, 2022. The term of Mr. Gautam Goel as Managing Director ended on May 4, 2025. The Board of Directors of the Company at its meeting held on May 2, 2025 on recommendation of Nomination and Remuneration Committee, has approved re-appointment of Mr. Gautam Goel as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from May 05, 2025 and recommends the same for the approval of shareholders of the Company.

It is informed that the Company has received a declaration from Mr. Gautam Goel, that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has also received his consent to continue to act as a Director.

Mr. Gautam Goel is the Managing Director & Chief Executive Officer (MD & CEO) and promoter of the Company. He has been involved in business for over 30 years and has been directly responsible for various pioneering initiatives and achievements. His initiatives resulted in undivided company becoming one of the largest biomass based, modern and efficient, renewable energy producers in the country. He is currently serving his second stint in Indian Sugar and Bio-energy Manufacturers Association (ISMA) as

President, and has served two previous terms as the Vice President of ISMA, and also as the Chairman of Indian Sugar Exim Corporation (ISEC) in 2012. As a keen sportsman, he has played competitive squash while representing Delhi in the National Inter State Squash Championships and is now also an ardent golfer.

The Board recommends the Special Resolution as set out at Item no. 07 of the notice for approval by the Members.

Details of Mr. Gautam Goel, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and Listing Regulations is annexed to the notice.

The Statement containing additional details as required under Schedule V of the Companies Act, 2013 with reference to Resolution at the Item No. 07 is annexed hereto marked as Annexure – A.

Mr. Gautam Goel himself, Mr. Vijay Kumar Goel, Chairman and Mrs. Bindu Vashist Goel, Non-Executive Director, being relatives of Mr. Gautam Goel are concerned or interested in the Resolution at Item No. 07 of this Notice.

#### **Item No. 8**

##### **Re-appointment of Mr. Sandeep Kumar (DIN: 06506910) as Whole Time Director of the Company**

Mr. Sandeep Kumar was appointed as Whole-Time Director of the Company w.e.f. May 05, 2024 for a period of one year which was approved by the shareholders in their Annual General Meeting held on July 5, 2024. He has nearly four decades of experience in the field of operations, projects and administration.

Now it has been proposed to re-appoint him as Whole Time Director and of the Company for another period of 1 (one) year with effect from May 5, 2025. The Company has received a declaration from Mr. Sandeep Kumar that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as a Whole Time Director.

The Board of Directors of the Company at its meeting held on May 2, 2025 on recommendation of Nomination and Remuneration Committee, has approved re-appointment of Mr. Sandeep Kumar as Whole Time Director and recommends the same for the approval of members of the Company.

The Board recommends the Special Resolution as set out at Item no. 08 of the notice for approval by the Members.

Details of Mr. Sandeep Kumar, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and Listing Regulations is annexed to the notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sandeep Kumar are in any way, concerned or interested in the said resolution.

**Brief Profile of Director as required under sub-regulation (3) of Regulation 36 of Listing Regulations 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 in Annual General Meeting.**

S. No.	Particulars	Mr. Vijay Kumar Goel	Mr. Gautam Goel	Mr. Sandeep Kumar
1	DIN	00075317	00076326	06906510
2	Date of Birth	09.11.1940	15.02.1974	08.06.1958
3	Date of Initial Appointment	08.04.2021	24.04.2021	19.04.2022
	Date of Current Appointment	05.05.2025	05.05.2025	05.05.2025
4	Qualification, Experience and Nature of Expertise in specific functional area	Mr. Vijay Kumar Goel was the Chairman and Promoter of the undivided Company and was on the Board since 1960. He has been the President of the Indian Sugar Mills Association and the Indian Sugar Export Corporation. With over 65 years of experience in the sugar industry, he has spearheaded several technological innovations in the industry. His ethos of social responsibility has always motivated the Company and continues to inspire our CSR endeavors.	Mr. Gautam Goel is the MD & CEO and Promoter of the Company. Prior to demerger, he was the Managing Director of Undivided Company from 1994 to 2021. With over 30 years of business experience, he led initiatives that made the Undivided Company one of India's largest biomass-based renewable energy producers. He is currently serving as President of the Indian Sugar and Bio-energy Manufacturers Association (ISMA), having also held two previous terms as Vice President, and was Chairman of Indian Sugar Exim Corporation (ISEC) in 2012.	Mr. Sandeep Kumar Sharma is the WholeTime Director of the Company. He has four decades of experience in operations, projects, and administration of Sugar Mills and Power Generation Plants. He has done Mechanical Engineering from Government Polytechnic Moradabad.
5	List of Other Public Limited in which directorships held	Sonitron Limited	Sonitron Limited and Indian Sugar Exim Corporation Limited	NIL
6	List of Other Listed Companies in which Directorship held during the last 3 years	Dhampur Sugar Mills Limited (Resigned on May 04, 2022) Delton Cables Limited (Resigned on Sept 29, 2024)	Dhampur Sugar Mills Limited (Resigned on May 04, 2022)	Dhampur Sugar Mills Limited (Resigned on May 04, 2022)
7	Chairman/Member of the Committees of the Board of Directors of the Company	NIL	Audit Committee – Member, Risk Management Committee - Member	Corporate Social Responsibility Committee – Chairman Risk Management Committee - Member
8	Chairman/Member of the Committees of the Board of Directors of other Companies.			
	a) Audit Committee	NIL	NIL	NIL
	b) Stake Holder Relationship Committee	NIL	NIL	NIL

S. No.	Particulars	Mr. Vijay Kumar Goel	Mr. Gautam Goel	Mr. Sandeep Kumar
9	No of Equity shares held in the Company	NIL	7860446 shares of ₹10 each	755 shares of ₹10 each
10	Number of Board Meeting attended during the year	3	4	3
11	Terms and Conditions of reappointment along with remuneration sought to be paid	As provided in Item No. 06 of this notice.	As provided in Item No. 07 of this notice	As provided in Item No. 08 of this notice.
12	The Remuneration last drawn	The remuneration payable consists of fixed and variable remuneration as governed by the Special Resolution passed at the 2 <sup>nd</sup> AGM held on September 26, 2022. Further, the details of remuneration paid are given in Corporate Governance Report annexed with Directors' Report.	The remuneration payable consists of fixed and variable remuneration as governed by the Special Resolution passed at the 2 <sup>nd</sup> AGM held on September 26, 2022. Further, the details of remuneration paid are given in Corporate Governance Report annexed with Directors' Report.	The remuneration payable consists of fixed and variable remuneration as governed by the Special Resolution passed at the 4 <sup>th</sup> AGM held on July 5, 2024. Further, the details of remuneration paid are given in Corporate Governance Report annexed with Directors' Report.
13	Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Gautam Goel – Son Mrs. Bindu Vashist Goel – Daughter in-law	Mr. Vijay Kumar Goel- Father Mrs. Bindu Vashist Goel - Spouse	No Relations with any other Director and/or Key Managerial Personnel

**1. The details as required under Schedule V of the Companies Act, 2013:****General information:**

- (1) Nature of industry: The Company is engaged in dealing and manufacturing of sugar, power and industrial alcohol, ethanol, chemicals and potable alcohol.
- (2) Date or expected date of commencement of commercial production: Existing Company. Date of Incorporation: October 26, 2020.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
- (4) Financial performance based on given indicators

(₹ in Crore)

Particulars	Consolidated (As on 31.03.2025)	Standalone (As on 31.03.2025)
Revenue from operations	2692.98	2714.40
Profit before finance costs, tax, depreciation and amortization, exceptional items and other comprehensive income	138.46	143.64
Less: Finance costs	67.10	66.99
Less: Depreciation and Amortization expense	53.89	53.85
Profit before Tax after exceptional items	15.71	17.84
Provision for Tax	1.02	5.75
Net Profit for the year	14.69	12.09

- (5) Foreign investments or collaborations, if any: As on March 31, 2025, investment of the Company in the equity shares of Dhampur International Pte Ltd. (DIPL), its wholly owned subsidiary based in Singapore, is ₹53.59 Crores.

**2. Brief information of the Directors as required under Schedule V of the Companies Act, 2013**

S. No.	Particulars	Mr. Vijay Kumar Goel	Mr. Gautam Goel
1	Background details along with the job profile and his suitability	Mr. Vijay Kumar Goel was the Chairman and Promoter of the undivided Company and was on the Board since 1960. He has been the President of the Indian Sugar Mills Association and the Indian Sugar Export Corporation. With over 65 years of experience in the sugar industry, he has spearheaded several technological innovations in the industry. His ethos of social responsibility has always motivated the Company and continues to inspire our CSR endeavors.	Mr. Gautam Goel is the MD & CEO and promoter of the Company. Prior to demerger, he was the Managing Director of Undivided Company from 1994 to 2021. With over 30 years of business experience, he led initiatives that made the Undivided Company one of India's largest biomass-based renewable energy producers. He is currently serving as President of the Indian Sugar and Bio-energy Manufacturers Association (ISMA), having also held two previous terms as Vice President, and was Chairman of Indian Sugar Exim Corporation (ISEC) in 2012.
2	Past remuneration	He was paid a total remuneration of ₹1.67 crores in the financial year 2024-25	He was paid a total remuneration of ₹3.01 crores in the financial year 2024-25
3	Recognition or awards	Lifetime achievement Award was given to Mr. Vijay Kumar Goel at the event organized by Uttar Pradesh Sugar Mills Association.	-
4	Remuneration proposed	As stated above in the Item No. 06 of the explanatory statements.	As stated above in the Item No. 07 of the explanatory statements.

S. No.	Particulars	Mr. Vijay Kumar Goel	Mr. Gautam Goel
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Vijay Kumar Goel, the responsibilities shouldered by him, the remuneration drawn by him commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	Taking into consideration the size of the Company, the profile of Mr. Gautam Goel, the responsibilities shouldered by him, the remuneration drawn by him commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
6	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. Vijay Kumar Goel has a pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Gautam Goel as his father and Mrs. Bindu Vashist Goel as her Father in Law.	Mr. Gautam Goel has a pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Vijay Kumar Goel as his son and to Mrs. Bindu Vashist Goel as her spouse. Further, he currently holds 78,60,446 equity shares in the Company.
<b>Other Information :</b>			
7	Reasons of loss or inadequate profits	The company's operations and financial profits have been adversely impacted due to industry wise phenomena in the state of Uttar Pradesh on account of lower sugar cane yield, low sugarcane recovery, mainly caused by weather conditions and infestations of diseases in sugarcane	
8	Steps taken or proposed to be taken for improvement	The management is implementing a range of strategic and operational initiatives including cane development activities to enhance the company's profitability.	
9	Expected increase in productivity and profits in measurable terms	The management is confident that these strategic initiatives including cane development activities, will drive significant improvements in margins due to reduction in cost of production leading to enhanced profitability for the company. However, it is extremely difficult to forecast any profit numbers under the uncertain situation.	