

09.09.2025

To,

**The Manager - Listing
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Tel No. 022-2659 8237 /38
Symbol: DHAMPURSUG**

**The General Manager – DSC
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai: 400001
Tel No. 022-22722039/37/3121
Security Code: 500119**

Dear Sir/Madam,

Sub: Minutes of 90th Annual General Meeting

Please find attached the minutes of 90th Annual General Meeting of members of the Company held on Thursday, 28th August, 2025 at 03:00 P.M. (IST) through two-way Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

You are requested to kindly take the information on record.

Thanking you,

**Yours Faithfully
For Dhampur Sugar Mills Limited**

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

COMMENCED AT: 03:00 P.M.

CONCLUDED AT: 04:25 P.M.

**MINUTES OF THE 90TH ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED
HELD ON THURSDAY, 28TH DAY OF AUGUST 2025 THROUGH TWO WAY VIDEO
CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) AT 03:00 P.M. (IST)**

The 90th Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Thursday, 28th August, 2025 at 03:00 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, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, latest being Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 issued by the Securities and Exchange Board of India. ("SEBI").

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

Present

Members: As per Attendance Register.

The panelists of the meeting were:

Directors:

Mr. Ashok Kumar Goel, Chairman and Whole Time Director of the Company and Chairman of CSR Committee;

Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company and Chairman of Risk Management Committee and member of Audit Committee, Stakeholders Relationship Committee & CSR Committee;

Mr. Anuj Khanna, Non-Executive Independent Director of the Company and Chairman of Audit Committee, Stakeholders Relationship Committee and member of Risk Management Committee;

Mr. Satpal Kumar Arora, Non-Executive Independent Director of the Company and Member of Audit Committee and Nomination and Remuneration Committee;

Mr. Subhash Pandey, Whole Time Director of the Company and Member of Risk Management Committee;

In Attendance:

- Mr. Susheel Kumar Mehrotra, Chief Financial Officer;
- Mr. Vineet Kumar Gupta, Vice President – Finance;
- Ms Ishira Goel, Vice President
- Ms. Aparna Goel, Company Secretary;
- Mr. Ajay Kumar Rastogi, representing Mittal Gupta & Co., Joint Statutory Auditors;



- Mr. Hitesh Garg, representing TR Chadha & Co. LLP, Joint Statutory Auditors;
- Mr. Saket Sharma, Partner, GSK & Associates, Secretarial Auditors and Scrutinizer.

Welcome note from the Company Secretary:

The Company Secretary welcomed the Shareholders, Directors and others present and introduced the panelists.

She explained that:

In compliance with the provisions of the Companies Act, 2013, Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was made available by the Company to its shareholders through NSDL from Sunday, 24th August, 2025 (9:00 A.M. IST) to Wednesday, 27th August, 2025, (5:00 P.M. IST).

She further explained that:

The members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system during the meeting and e-voting facility was made available 30 minutes after the conclusion of the meeting.

All the documents referred to in the Notice calling AGM and Explanatory Statements annexed thereto, had been made available electronically for inspection during the Annual General Meeting.

The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act have been made available electronically for inspection during the AGM.

Chairman's Address

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

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 briefed the members about the Company's performance during the year. He also briefed the members about the challenges faced by the Company and necessary mitigating actions initiated at the Company's end, primarily the Company's focus towards cane development, which are likely to have favourable impact in future. He reiterated the Company's commitment to increasing stakeholders' value.

Thereafter the Notice of AGM dated 16th May, 2025, Reports of Board of Directors, Auditors and the Financial Statements for the Financial Year 2024–25 were taken as read. There were no qualifications in the Auditors Report on Standalone and Consolidated Financial Statements and Secretarial Audit Report of the Company for the Financial Year ended 31st March, 2025.

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 shared their views and raised queries on various aspects, which were duly noted and responded by Mr. Gaurav Goel, Vice Chairman and Managing Director.

Thereafter, the items as set out in the notice convening the meeting were taken up as under:

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

The resolution was proposed to be passed as Ordinary Resolution.

Mr. Ashok Kumar Goel, Chairman being interested in Item No. 2, with the permission of members present, Mr. Anuj Khanna, chaired the meeting for this item.

2. Appointment of director in place of Mr. Gaurav Goel (DIN: 00076111), who retires by rotation and being eligible, offers himself for re- appointment.

The resolution was proposed to be passed as Ordinary Resolution. Mr. Ashok Kumar Goel, Chairman, took the Chair.

3. Payment of Remuneration to the Cost Auditors for the Financial Year 2025-26.

The resolution was proposed to be passed as Ordinary Resolution.

4. Appointment of Secretarial Auditor of the Company.

The resolution was proposed to be passed as Ordinary Resolution.

5. Payment of Commission to Non-Executive Independent Directors of the Company.

The resolution was proposed to be passed as a Special Resolution.

Mr. Ashok Kumar Goel, Chairman being interested in Item No. 6 and 7, with the permission of members present, Mr. Anuj Khanna, chaired the meeting for these items.

6. Payment of minimum remuneration to Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company.

The resolution was proposed to be passed as a Special Resolution.

7. Payment of minimum remuneration to Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company.

The resolution was proposed to be passed as a Special Resolution.

Mr. Ashok Kumar Goel, Chairman, took the Chair.

8. Re-Appointment of Mr. Yashwardhan Poddar as Non- Executive Independent Director of the Company.

The resolution was proposed to be passed as a Special Resolution.



9. Re-appointment of Mr. Satpal Kumar Arora as Non- Executive Independent Director of the Company.

The resolution was proposed to be passed as a Special Resolution.

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 9 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 through website of NSDL i.e. (www.evoting.nsdl.com) within 2 working days 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 Company Secretary also thanked all the members for their presence and involvement.

The meeting concluded with vote of thanks to the Chair.

The Meeting concluded at 04:25 P.M.



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

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

1. Adoption of Annual Accounts (Standalone and Consolidated) for the Financial Year ended 31st March 2025:

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon be and are hereby adopted.

"**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025 and the Report of Auditors thereon be and are hereby adopted.

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33284366	9895	--	--
E- Voting at AGM	107	0	--	--
Total	33284473	9895	--	99.97

2. Appointment of director in place of Mr. Gaurav Goel (DIN:00076111), who retires by rotation and being eligible offers himself for re- appointment:

"**RESOLVED THAT** Mr. Gaurav Goel (DIN: 00076111), retiring by rotation and being eligible, be and is hereby re appointed as director of the Company."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	25170354	27951	--	--
E- Voting at AGM	517532	0	--	--
Total	25687886	27951	--	99.89

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

"**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 ₹ 2,00,000/- plus applicable taxes and re-imbursement



of expenses incurred/ to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, Meerut (U.P.) who was re-appointed as Cost Auditors of the Company for the Financial Year 2025-26 by the Board of Directors on the recommendation of Audit Committee of the Company.

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

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33321181	10625	--	--
E- Voting at AGM	107	0	--	--
Total	33321288	10625	--	99.97

4. Appointment of Secretarial Auditor of the Company:

"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 of the Company 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".

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33318730	13076	--	--
E- Voting at AGM	107	0	--	--
Total	33318837	13076	--	99.96



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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the consent of the members be and is hereby accorded to pay Commission to all the Non-Executive Independent Directors (except Managing Directors and Executive Directors) of the amount as may be decided by the Board, however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2024-25, computed in the manner referred to in Section 198 (1) of the said Act.

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

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33318409	13395	--	--
E- Voting at AGM	107	0	--	--
Total	33318516	13395	--	99.96

6. Payment of minimum remuneration to Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company:

"RESOLVED THAT in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General Meeting of the Company held on 12th September, 2024 and pursuant to the provisions of Section 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification or re-enactment thereof) and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of any Government/other regulatory approvals as may be required from time to time, the consent of the shareholders of the Company be and is hereby accorded that, in case the Company has no profits or inadequate profits anytime during Financial Year 2024-25 till 31st March, 2027, Mr. Ashok Kumar Goel (DIN: 00076553) Chairman and Executive Director of the Company be paid the remuneration including salary, perquisites, allowances etc. as approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 12th September, 2024 as Minimum Remuneration even if it exceeds 5% of the Net Profits of the Company or the other limits as stipulated under the various provisions of Companies Act, 2013 and Rules made thereunder related thereto during any financial year /period in between.

RESOLVED FURTHER THAT the total remuneration payable to the Chairman and Executive Director of the Company shall not be restricted to and may exceeds 10% of Profits of the Company, as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.



RESOLVED FURTHER THAT all the other terms and conditions of his appointment and remuneration shall remain same.

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

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	25265966	1019225	--	--
E- Voting at AGM	517532	0	--	--
Total	25783498	1019225	--	96.20

7. Payment of minimum remuneration to Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company:

“**RESOLVED THAT** in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General meeting of the Company held on 12th September, 2024, pursuant to the provisions of Section 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification or re-enactment thereof) and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of any Government/other regulatory approvals as may be required from time to time, the consent of the shareholders of the Company be and is hereby accorded that, in case the Company has no profits or inadequate profits anytime during Financial Year 2024-25 till 31st March, 2027 , Mr. Gaurav Goel (DIN: 0007611) Vice Chairman and Managing Director of the Company be paid the remuneration including Salary, Perquisites, allowances etc. as approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 12th September 2024 as Minimum Remuneration even if it exceeds 5% of the Net Profits of the Company or the other limits as stipulated under the various provisions of Companies Act, 2013 and Rules made thereunder related thereto during any financial year /period in between.

RESOLVED FURTHER THAT the total remuneration payable to the Vice Chairman and Managing Director of the Company shall not be restricted to and may exceeds 10% of Profits of the Company, as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT all the other terms and conditions of his appointment and remuneration shall remain the same.



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

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	24177485	1019235	--	--
E- Voting at AGM	517532	0	--	--
Total	24695017	1019235	--	96.04

8. Re-Appointment of Mr. Yashwardhan Poddar as Non- Executive Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16,17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations") the consent of the shareholders of the Company be and is hereby accorded, to re-appoint Mr. Yashwardhan Poddar (DIN: 00008749), who has submitted the necessary declarations including the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations as Non-Executive Independent Director of the Company for another term of five consecutive years w.e.f. 30th July, 2025 till 29th July, 2030.

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

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	32297812	1033994	--	--
E- Voting at AGM	107	0	--	--
Total	32297919	1033994	--	96.90



9. Re-appointment of Mr. Satpal Kumar Arora as Non- Executive Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16, 17, and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”) the consent of the Shareholders of the Company be and is hereby accorded, to re-appoint Mr. Satpal Kumar Arora (DIN: 00061420), who has submitted the necessary declarations including the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations as Non-Executive Independent Director of the Company for another term of five consecutive years w.e.f. 30th July, 2025 till 29th July, 2030.

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

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33321176	10629	--	--
E- Voting at AGM	107	0	--	--
Total	33321283	10629	--	99.97

