



Dhampur Sugar Mills Limited

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16.09.2021

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

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

Dear Sir/Madam,

Sub: Minutes of 86th Annual General Meeting of Dhampur Sugar Mills Limited.

Please find attached Minutes of 86th Annual General Meeting of members of the Company held on 30th August 2021 at 2:00 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: 2:00 P.M.

Concluded at: 02:50 P.M.

MINUTES OF THE 86TH ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON MONDAY, 30TH DAY OF AUGUST 2021 THROUGH TWO WAY VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') AT 2.00 P.M.

The 86th Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Monday, 30th August, 2021 at 2:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, and General Circular No.02/2021 dated January 13, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India. The venue of the AGM was deemed to be the registered office of the Company at Dhampur Distt. Bijnor in the State of Uttar Pradesh.

Present

As per Attendance Register.

The panelists were Shri Gaurav Goel, Managing Director, Shri Mahesh Prasad Mehrotra, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee, Shri Ashwani Kumar Gupta, Independent Director and Chairman of Stakeholders Relationship Committee, Shri Sandeep Kumar Sharma, Whole Time Director and Chief Operating Officer, Shri Susheel Kumar Mehrotra, Chief Financial Officer, Shri Nalin Kumar Gupta, Joint Chief Financial Officer, Ms. Aparna Goel, Company Secretary, Ms. Neena Goel, representative of TR Chadha & Co. Joint Statutory Auditors, Ms. Fiza Gupta, representative of Atul Garg & Associates Joint Statutory Auditors and Shri Saket Sharma, Secretarial Auditor and Scrutinizer.

Welcome note by the Company Secretary:

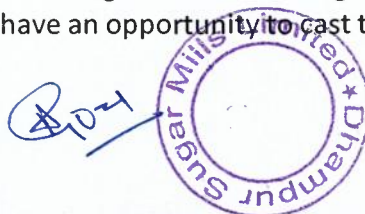
Company Secretary welcomed the Shareholders, Directors and others present and gave brief introduction of the dignitaries on the panel.

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 Friday, 27th August, 2021, (9:00 A.M. IST) to Sunday, 29th August, 2021 (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 proceedings and at the end of the discussions at the meeting.

- all the documents referred to in the accompanying Notice and Explanatory Statements, have 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.

It was further explained that

Shri Vijay Kumar Goel, Chairman, was unable to attend the meeting and in his absence, Shri Gaurav Goel, Managing Director was elected as Chairman of the meeting in terms of the provisions of the Companies Act, 2013.

Chairman Address:

After ascertaining the requisite quorum, the Chairman called the meeting to proceed and extended a warm welcome to the members attending the meeting. He explained the overall scenario of sugar industry vis-a-vis Company's performance at macro level. The Chief Financial Officer of the Company explained the Financial Performance of the Company.

Thereafter the Notice of AGM dated 7th June 2021, Report of Board of Directors, Report of Auditors and the Financial Statements for the Financial Year 2020-21 were taken as read. There were no qualifications in the Auditors Report and the Report of Secretarial Auditors' of the Company.

The Company Secretary invited the members to give their views and raise their queries and stated that the Management of the Company shall respond to the queries. Six (6) members gave their views and raised queries on various aspects viz. financial performance of the Company during corona crisis, outlook of the Company and vision ahead considering various Government policies which were noted and responded by the Chairman.

Thereafter, the items as set out in the notice convening the meeting were taken up. It was further informed that the members who have not cast their vote through remote e-voting were requested to vote on the proposed resolutions (i.e., Resolution No. 1 to 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 made 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 voting at the AGM. The Scrutinizer will submit his report to the Chairman, and he will countersign the same. Thereafter, the combined results



would be announced/displayed through the website of the Company i.e. (www.dhampur.com) and NSDL (www.evoting.nsdl.com) within 48 hours from the conclusion of the meeting and will be intimated to Stock Exchanges where the securities of the Company are listed.

The Company Secretary then one by one read the items to be transacted. The meeting concluded with vote of thanks to the Chairman.

The Meeting concluded at 02:50 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 Annual General Meeting in due course. As per the results, following resolutions were passed with requisite majority.

1. Adoption of Annual Accounts for the Financial Year ended March 31, 2021:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon be and are hereby adopted.

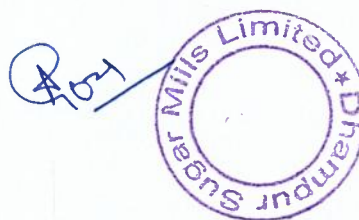
"RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of Auditors thereon be and are hereby adopted.

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	33508810	39	0	99.97
E-Voting at Venue	7527	0	0	0.02
Total	33516337	39	0	99.99

2. Confirmation of the payment of Interim Dividend @ ₹6.00 per Equity Share of ₹10 each as Final Dividend for the year ended March 31, 2021:

"RESOLVED THAT Interim Dividend of ₹ 6.00 per Equity Share of ₹10 each paid during the year be and is hereby confirmed as final dividend for the year ended March 31, 2021."



This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	33638713	154	0	99.97
E-Voting at Venue	7527	0	0	0.02
Total	33646240	154	0	99.99

3. Appointment of Director in place of Shri Ashok Kumar Goel, who retires by rotation and being eligible, offers himself for re-appointment:

"RESOLVED THAT Shri Ashok Kumar Goel, Director, 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	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	31649411	1933822	0	94.22
E-Voting at Venue	7488	39	0	0.02
Total	31656899	1933861	0	94.24

4. Appointment of Director in place of Shri Gaurav Goel, who retires by rotation and being eligible, offers himself for re- appointment:

"RESOLVED THAT Shri Gaurav Goel, Director, 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	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30689662	932301	0	97.03
E-Voting at Venue	7527	0	0	0.02
Total	30697189	932301	0	97.05

5. Appointment of Director in place of Shri Sandeep Sharma, who retires by rotation and being eligible, offers himself for re- appointment.

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

[Handwritten signature]



This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	31703441	1935177	0	94.23
E-Voting at Venue	7488	39	0	0.02
Total	31710929	1935216	0	94.25

6. Payment of Remuneration to the Cost Auditor for the Financial Year 2021-22:

"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 Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) who was re-appointed as Cost Auditors of the Company for the Financial Year 2021-22 by the Board of Directors on the recommendation of Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary 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	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	33637143	1474	0	99.97
E-Voting at Venue	7527		0	0.02
Total	33644670	1474	0	99.99

7. Invitation and Acceptance of Fixed Deposits from the Members and Public:

"RESOLVED THAT pursuant to the provisions of Sections 73, 74, 76 and all other applicable provisions of the Companies Act, 2013 and rules made there under, provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such conditions, approvals, permissions as may be necessary, the consent of the members be and is hereby accorded to invite and accept deposits from the Public and Members within the limits arrived on the basis of Audited Balance Sheet of the Company as at March 31, 2021 on such term and conditions as may be decided by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider in their absolute

directions necessary, proper or desirable or expedient or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

This resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30431446	3207421	0	90.45
E-Voting at Venue	7527	0	0	0.02
Total	30438973	3207421	0	90.47

8. 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, Executive Directors and Nominee Director) of the amount as may be decided by the Board, subject however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2020-21, computed in the manner referred to in Section 198(1) of the said Act.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary 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	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	33634407	4460	0	99.97
E-Voting at Venue	7527	0	0	0.02
Total	33641934	4460	0	99.99

9. Appointment of Mr. Anuj Khanna, Non-Executive Independent Director of the Company:

“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(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Anuj Khanna (DIN: 00025087), who was appointed as Non-Executive Independent (Additional) Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee w.e.f. 7th June, 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years from 7th June, 2021 up to 6th June, 2026.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	33635454	3164	0	99.97
E-Voting at Venue	7527	0	0	0.02
Total	33642981	3164	0	99.99

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

