

**MINUTES OF THE 81ST ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED
HELD ON TUESDAY, 30TH DAY OF AUGUST, 2016 AT THE REGISTERED OFFICE OF THE
COMPANY AT DHAMPUR, DISTRICT - BIJNOR (U.P.).**

PRESENT

As per Attendance Register.

Shri V. K. Goel, was voted to the Chair by common consent.

Due to ill health, Mr. M.P Mehrotra, Chairman of Audit Committee was not present in the meeting, since he is in abroad for his treatment. However, Mr. Gaurav Goel , Managing Director and also the member of Audit Committee was present for answering shareholders query related to accounts. Minutes of the last meeting were read and confirmed.

After ascertaining the requisite quorum, the Chairman called the meeting to start and extended a warm welcome to the members present.

The Chairman informed the meeting that due to serious illness of one of the partners of Mittal Gupta & Company, Chartered Accountants, the auditors of the company, the company exempted their presence in the meeting.

With the permission of members the Notice of the Meeting, the Director's Report alongwith Annexure thereto and the Annual Accounts for the financial year ended March, 2016 were taken as read.

Mr. Arhant Jain, President Finance and Company Secretary read the Auditors Report and It was further informed that the Auditors Report does not contain any qualification, observation or comment on Annual Accounts of the Company for the Financial Year ending 31st March, 2016.

The Chairman requested the Members present to raise the queries, if any on the Annual Accounts of the Company. No query was raised by the member.

It was informed that Remote E-voting facility had been provided to the members . Remote E-voting was open from 27th August, 2016 to 29th August, 2016.

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

The Chairman then one by one read the items to be transacted. The Chairman thereafter ordered for voting by poll and requested the shareholders who had not cast their vote on Remote e-voting, to cast their vote then and ballot paper were distributed under the supervision of Mr. Saket Sharma.

The Members were briefed about the process of Poll and empty ballot box was displayed and sealed.

The poll was then conducted and concluded.



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

The votes cast by remote e-voting were unblocked on 30th August, 2016 at around 3.27 p.m. in presence of 2 witnesses, Ms. Shanu Srivastava & Ms. Tanisha Srivastava, who are not in the employment of the Company.

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

1. Adoption Of Annual Accounts For The Financial Year Ended 31st March, 2016

"**RESOLVED THAT** Balance Sheet as at 31st March, 2016 and the Profit & Loss Account of the Company for the period ended on 31st March, 2016 together with Board Report and Auditors' Report thereon be and are hereby adopted."

2. To appoint a Director in place of Shri Gaurav Goel, retiring by rotation.

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

3. To appoint a Director in place of Shri Gautam Goel retiring by rotation.

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

4. To appoint a Director in place of Shri Sandeep Kumar Sharma retiring by rotation.

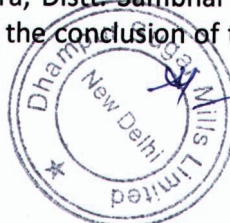
" **RESOLVED THAT** Shri Sandeep Kumar Sharma, Director, retiring by rotation and being eligible, be and is hereby re-appointed director of the Company."

5. Re-Appointment of Auditors

"RESOLVED that, pursuant to provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, M/s Mittal Gupta & Company, Chartered Accountants, Kanpur be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2016-17 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting of the Company at a remuneration of ₹17,00,000/- and applicable taxes and re-imbursement of expenses incurred / to be incurred on actual basis.

6. Re - Appointment of Branch Auditors

"RESOLVED THAT pursuant to Section 141 and other applicable provisions, if any, of the Companies Act, 2013, M/s S.S. Kothari Mehta & Company, Chartered Accountants, be and are hereby re-appointed as Branch Auditors for conducting audit of accounts relating to DSM Sugar Meerganj, Distt. Bareilly and DSM Sugar, Rajpura, Distt. Sambhal units of the Company for the financial year 2016-17 to hold office from the conclusion of this meeting



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to the conclusion of next Annual General Meeting of the Company at a remuneration of ₹7,50,000/- and applicable taxes and re-imburement of expenses incurred / to be incurred on actual basis."

7. Ratification of Remuneration to the Cost Auditor for the Financial Year 2016-17

"RESOLVED that pursuant to the provisions of Section 148 (3) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹1,50,000/- and applicable taxes and re-imburement 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 2016-17 by the Board of Directors of the Company.

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Invitation and Acceptance of Fixed Deposits from the Members and Public

"RESOLVED that pursuant to the provisions of Sections 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the members be and is here by accorded to the Board of Directors of the Company to invite and accept fixed deposits from the public and members within limits prescribed in the Act and the overall borrowing limits of the Company, as approved by the Members, from time to time.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to finalize the scheme for invitation and acceptance of fixed deposits from the members and the public and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

