Dhampur Sugar Mills Limited
241, Okhla Industrial Estate, Phase III
New Delhi - 110 020, India
Tel: +91-11-3065 9400, 4161 2456
Fax: +91-11-2693 5697
E-mail: corporateoffice@dhampur.com
Website: www.dhampur.com

28.04.2016

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

Dear Sir,

Sub: Notice of Extra Ordinary General Meeting of the Company to be held on 23.05.2016

Please find attached herewith Notice of Extra Ordinary General Meeting of the Company to be held on 23.05.2016.

You are requested to take the information and inform the members accordingly.

Thanking you,
Yours Faithfully,
For Dhampur Sugar Mills Limited

Arhant Jain
Executive President Finance & Company Secretary
M.No : 5124
Add: Dhampur Sugar Mills Compound, Dhampur,
Bijnor, 246761, Uttar Pradesh

DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761
Tel: 01344-220006, **Fax:** 01344-220662
Email: investordesk@dhampur.com
Website: www.dhampur.com
CIN : L15249UP1933PLC000511

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting of the Company shall be held on Monday, the 23rd Day of May, 2016 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.) at 2.00 p.m. to transact the following business:-

SPECIAL BUSINESS

RESOLUTION NO. 1

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Companies Act"**) and Rules made thereunder, to the extent notified and in effect, as amended from time to time, and the Rules, Regulations, Guidelines, Notifications and Circulars, if any, issued by, the Ministry of Corporate Affairs, the Government of India, the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), each as amended from time to time, or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Listing Agreements entered into with the stock exchanges on which the Company's equity shares are listed (the **"Listing Agreements"**), the Memorandum of Association and Articles of Association of Dhampur Sugar Mills Limited (the **"Company"**) and subject to approvals, consents, permissions and sanctions, if any, of SEBI, the Stock Exchanges, the RBI, the Foreign Investment Promotion Board, the Registrar of Companies and other authorities, as might be required, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the **"Board"**, be and is hereby authorised on behalf of the Company, to create, offer, issue and allot, in the course of domestic or international offerings in one or more tranches, including but not limited to by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations, Private Placement or a combination thereof, such number of Equity Shares of the Company (the **"Equity Shares"**), or Non-Convertible Debentures, or Fully Convertible Debentures or Partly Convertible Debentures, and / or any other financial instruments or securities convertible into Equity Shares or any combination of securities (the **"Security"**), to any person including but not limited to qualified institutional buyers as defined under the SEBI ICDR Regulations or other persons or entities as permitted by law, whether they are shareholders of the Company or not, through one or more letter of offer, prospectus or placement document, at such time or times, at such price or prices in terms of applicable regulations, aggregating upto ₹200,00,00,000 (Rupees Two hundred crores only), and on such other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors or Qualified Institutional Buyers to whom the offer, issue and allotment of securities shall be made to the exclusion of others, in such manner, if any, exercised by the Company, and where necessary in consultation with the Book Running Lead Managers on such terms and conditions, making of calls and manner of appropriation of application money or call money, in respect of investor(s), as the Board may in its absolute discretion decide at the time of issue of the Securities."

"RESOLVED FURTHER THAT if any issue of the above Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of such Securities, or any combination thereof, as may be decided by the Board, shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said

issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Securities."

"RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any government body, authority or regulatory institution, including any conditions as may be prescribed in granting such approval or permissions by such government authority or regulatory institution, the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s)/ placement document/ offer letter, determining the form and manner of the issue, including the class of investors to whom the above Securities are to be issued and allotted, number of such Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement / qualified institutional placement, offer letter, creation of mortgage/ charge in accordance with the provisions of the Act in respect of any Securities as may be required, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or such committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more stock exchange(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or Managing Director or any whole-time Director or directors or any other officer(s) of the Company to give effect to the aforesaid resolutions."

RESOLUTION NO. 2

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the **"Act"**), consent of the members of the Company, be an is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company, in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or any financial assistance, in respect of such financial assistance proposed to be taken by the Company from any lender including without limitation, any bank, financial or other institutions, and/or public financial institutions as defined under Section 2(72) of the Act, qualified institutional buyers and/ or any other persons, bodies corporates and/or any entity/entities, and/or any other person(s) or institution(s), providing finance, whether through private placement or through qualified institutional placement, to the tune of ₹200,00,00,000 (Rupees Two hundred crores only), for general corporate purposes including but not limited to redemption of preference shares, for the purpose of securing the subscriber of the debenture, if the company borrow money by way of issue of debentures, whether convertible or non-convertible, or any other debt instrument convertible into equity, that may be issued by the Company, together with interest, cost, charges, expenses and all other monies payable by the Company, to the subscribers of such debentures and/or any other debts instruments together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents as may be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees/lenders, up to a value of and within the overall limits of ₹200,00,00,000 (Rupees Two hundred crores only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

by Order of the Board
For **Dhampur Sugar Mills Limited**

Place : New Delhi
Date : 14.04.2016

(V. K. Goel)
Chairman
(DIN: 00075317)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
   Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
3. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent M/s. Alankit Assignments Limited and have it duly filled and sent back to them.

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Alankit Assignments Limited, 4E/2, Jhandewalan Extension, New Delhi-55 or to the Company.

5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

7. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts.

8. The shares of the Company are compulsorily traded in demat mode. Hence, the Members who are still holding physical share certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefit of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.

9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificate to M/s Alankit Assignments Ltd., Registrar & Transfer Agent for consolidation into a single folio.

10. In terms of Circular No. NSDL/CIR/II/10/2012 dated March 09, 2012, for those Members whose Depository Participant accounts do not contain the details of their email addresses, printed copies of the Notice of Extra ordinary General Meeting are being despatched in the mode prescribed under Companies Act, 2013.

11. Voting through electronic means:

E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of listing regulations, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the Extra ordinary General Meeting (EGM) through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company also proposes to provide the option of voting by means of Ballot Form at the EGM in addition to the electronic voting system mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

Shri Saket Sharma, of GSK & Associates, Company Secretaries (Membership No. F4229, C.P. No. 2565), who has consented to act as the Scrutiniser, was appointed by the Board of Directors as the Scrutiniser to scrutinise the voting process (electronically or otherwise) for the Extra ordinary General Meeting (EGM) of the Company in a fair and transparent manner and submit a consolidated Scrutiniser's report of the total votes cast to the Chairman or a person authorised by him in writing.

The procedure with respect to e-voting is provided below:

A) In case of Members receiving notice by e-mail from NSDL:

i. Open e-mail and open the attached PDF file viz;" DSML. e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "user ID" and "password for e-voting". Please note that this password is an initial password.

ii. Launch internet browser by typing the URL https://www.evoting.nsdl.com.

iii. Click on "Shareholder-Login".

iv. Put your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.

v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to 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 'Forgot Password' option available on the site to reset the same.

vi. Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".

vii. Select "EVEN" (E Voting Event Number) of Dhampur Sugar Mills Limited for casting your vote.

viii. Now you are ready for e-voting as "Cast Vote" page opens.

ix. Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "vote cast successfully"will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional Shareholders and bodies corporate (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutiniser through e-mail to- saketfcs@gmail.com with a copy marked to-evoting@nsdl.co.in.

B) In case of Members receiving physical copy of Notice of Extra-Ordinary General Meeting :

a. User ID and Initial password sent separately.

b. Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned in (A) above, to cast your vote.

Other Instructions:

I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the EGM but before the cut-off date of 14th May, 2016, may obtain their user ID and password for e-voting from the Company or NSDL (Phone +91-22-2499 4600). 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.

II. The remote e-voting facility starts on Friday, 20th May, 2016 at 9.00 a.m. and ends on Sunday, 22nd May, 2016 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut off date of 14th May, 2016, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Sunday, 22nd May, 2016. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

III. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the"downloads" section of NSDL website at www.evoting.nsdl.com or contact NSDL at the following Telephone No.: 022-2499 4600.

IV. 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.

V. 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 through ballot. 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.

VI. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutiniser shall submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the EGM to the Chairman or a person authorised by the Chairman. The Chairman or a person authorised by the Chairman shall declare the result of the voting forthwith.

VII. The declared results along with the Scrutiniser's Report will be available on the Company's website at www.dhampur.com and on the website of NSDL at www.evoting.nsdl.com and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the EGM.

18. Members holding Shares in physical form are requested to furnish their email id by post or by emailing to investordesk@dhampur.com along with their Folio No. for sending necessary communication / information in future. The Notice of Extra ordinary General Meeting of the Company will also be available on the website of the Company; www.dhampur.com The members holding shares in electronic form may get their email Id's updated with their respective Depository participants.

EXPLANATORY STATEMENT

Item No. 1 & 2

[Pursuant to Sec 102 of the Companies Act, 2013 ('The Act')]

Your directors draw your attention to the fact that the company requires funds for general corporate purposes including but not limited to redemption of preference shares. While it is expected that the internal generation of funds would partially finance the need for capital to raise resources externally, it is thought prudent for the company to have enabling approvals to raise a part of the funding requirements for the said purposes through the issue of appropriate securities as defined in the resolution, in Indian or International markets.

It is proposed to create, offer, follow on offer, issue and allot securities through private placement, issue of equity shares or convertible Bonds or such other equity linked instruments or permitted securities as may be finalised by the Board or any committee thereof in the course of domestic and/or international offerings including but not limited to Qualified Institutional Placement within the meaning of Chapter VIII of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), Foreign Currency Convertible Bonds, Bonds with share warrants attached, Global Depository Receipts, American Depository Receipts or any other linked instruments of the company or a combination of the foregoing, in one or more tranches, at a price determined in accordance with applicable laws and otherwise on such terms and conditions as may be deemed appropriate by the Board and/or any Committee thereof at the time of the issue or allotment of the securities.

The detailed terms and conditions of the issue as and when made will be determined by the Board of Directors in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other experts in accordance with the applicable provisions of the law.

Since the pricing and other terms of the offering can not be decided except at later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalise the terms. However, the same would be in accordance with the ICDR Regulations and/or Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Mechanism) Scheme 1993 as amended from time to time or any other guidelines /regulations as may be applicable and in case of an issue of Securities to Qualified Institutional Buyers pursuant to Chapter VIII of the ICDR Regulations, the company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations as may be amended from time to time, and the relevant date in this regard shall be the date on which the Board decides to open the issue of securities or such other time as may be allowed under the ICDR Regulations from time to time.

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the members by way of special resolution decide otherwise.

The Company may have to issue debt securities in this process, convertible in to Equity Shares at a later date and then shall require to create securities in favour of trustees or any person. Accordingly, the Company proposes to pass resolution as set out in item no. 2 enabling the Company to create suitable mortgage or otherwise deal with the assets of the Company

Since the Special Resolutions proposed under item No. 1 and 2 of this notice may result in the issue of Equity Shares of the company to persons other than members of the company, consent of the members is being sought pursuant to the provisions of Section 62 (1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreements executed by the Company with the stock exchanges where the Equity Shares of the company are listed.

The Special Resolutions, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing shareholders of the company. The equity shares, if any, shall rank in all respects pari passu with the existing Equity Shares of the company.

The Board of Directors request the resolutions as set out in item No. 1 and 2 of this notice for the approval of Members as a special resolutions.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or other wise, in these resolutions except to the extent of their shareholding as Members.

by Order of the Board
For **Dhampur Sugar Mills Limited**

Place : New Delhi
Date : 14.04.2016

(V. K. Goel)
Chairman
(DIN: 00075317)

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761
Tel: 01344-220006, **Fax:** 01344-220662
Email: investordesk@dhampur.com, **Website:** www.dhampur.com
CIN : L15249UP1933PLC000511

Extra-Ordinary General Meeting on Monday, 23rd May, 2016
Name of the member(s) :
Registered address :
Email Id :
Folio No/ DP ID-Client ID No.

I/We, being the member (s) of…..... Shares of the above named Company, hereby appoint

1. Name : ……..……..E-mail Id :……..……..……..
   Address :……..……..……..
   Signature ……..……..……..... , or failing him / her
2. Name : ……..……..E-mail Id :……..……..……..
   Address :……..……..……..
   Signature ……..……..……..... , or failing him / her
3. Name : ……..……..E-mail Id :……..……..……..
   Address :……..……..……..
   Signature ……..……..……..

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday the 23rd May, 2016 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.) at 2.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution Number	Resolution	Against	For
Special Business			
1	To Raise Capital by issue of Securities.		
2	To Provide Security and / or deal with the properties of the Company		

Signed this…….day of……..…….2016.

…….. ……..

Signature of shareholder Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. **It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will been titled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

ATTENDANCE SLIP

DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761
Tel: 01344-220006, **Fax:** 01344-220662
Email: investordesk@dhampur.com, **Website:** www.dhampur.com
CIN : L15249UP1933PLC000511

Extra-Ordinary General Meeting-Monday, 23rd May, 2016

Name of the Member (In Block Letters)	
Name of Proxy, If any (In Block Letters) (In case Proxy attends the meeting in place of member)	
DP ID/Client ID/Folio No.	
No. of Shares held	

I/We hereby record my / our presence at the Extra-Ordinary General Meeting of the Company to be held on Monday, the 23rd day of May, 2016 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.) at 2.00 p.m.

....
Signature of the Member **Signature of the Proxy Holder(s)**

Note:

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER** at the entrance of the Meeting Venue.
2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
3. Electronic copy of Notice of the EGM alongwith the attendance slip & Proxy form is being sent to all the members whose email address is registered with the Company /DP unless any member has requested for a hard copy of the same . Members receiving electronic copy & attending the EGM can print copy of the Attendance slip .
4. Physical copy of the Notice of the EGM alongwith Attendance Slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail Is not registered or have requested for hard copy. Please bring your copy of the Notice.
5. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

....
Signature of the Member **Signature of the Proxy Holder(s)**

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read the instructions given in the Notice of EGM before casting your vote through e-voting.