

Dhampur Sugar Mills Limited

Dhampur, District Bijnor (U.P.)

NOTICE TO SHAREHOLDERS:

Notice is hereby given that the 78th Annual General Meeting of the Company shall be held on Friday, the 20th September, 2013 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:-

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and the Profit & Loss Account of the company for the period ended on 31st March, 2013 together with Director's Report and Auditors' Report thereon.

Item No. 2

To declare dividend on Preference Shares and Equity Shares for the financial year ended 31st March, 2013.

Item No. 3

To appoint a director in place of Shri V.K. Goel, who retires by rotation and being eligible offers himself for re-appointment.

Item No. 4

To appoint a director in place of Shri A.K. Goel, who retires by rotation and being eligible offers himself for re-appointment.

Item No. 5

To appoint a director in place of Shri Priya Brat, who retires by rotation and being eligible offers himself for re-appointment.

Item No. 6

To appoint a director in place of Shri Rahul Bedi, who retires by rotation and being eligible offers himself for re-appointment.

Item No. 7

To appoint auditors and fix their remuneration.

The retiring Auditors M/s S Vaish & Company, Chartered Accountants, Kanpur, and M/s Mittal Gupta & Company, Chartered Accountants, Kanpur, are eligible for re-appointment and in this connection to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s S Vaish & Company, Chartered Accountants, Kanpur and M/s Mittal Gupta & Company, Chartered Accountants, Kanpur be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting of the Company and that the Managing Directors be and are hereby authorized to fix their remuneration for the said period."

Item No. 8

To appoint branch auditors and fix their remuneration.

It has been decided to appoint M/s S.S. Kothari Mehta & Company, Chartered Accountants as Branch Auditors to conduct audit of DSM Sugar Meerganj, Bareilly, a unit of the Company. M/s S.S. Kothari Mehta & Company, Chartered Accountants being eligible offers themselves for appointment. Shareholders are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 228 of the Companies Act, 1956 and other applicable provisions, if any, "M/s S.S. Kothari Mehta & Company, Chartered Accountants", who are qualified under section 226 of the Companies Act, be and are hereby appointed as Branch Auditors for conducting audit of accounts relating to DSM Sugar Meerganj, Bareilly, a unit of the Company for the financial year 2013-14 and that the Managing Directors be and are hereby authorized to fix their remuneration for the said period as may be mutually agreed and out of pocket expenses incurred in connection with their audit work".

SPECIAL BUSINESS:**Item No. 9**

To consider, and if thought fit, to pass with or without modification(s), the following resolutions as ordinary resolution:

REVISION IN REMUNERATION OF SHRI V. K. GOEL, CHAIRMAN OF THE COMPANY

RESOLVED THAT pursuant to Sections 198, 269, 309, 310, 349, 350 read with Schedule XIII, and other applicable provisions of the Companies Act, 1956, if any, or any other approvals as may be necessary, the monthly remuneration and perquisites being paid to Shri V.K. Goel, Chairman and Executive Director, be revised for a period of three years with effect from 1st February, 2013 as under:

a) REMUNERATION :

SALARY: ₹4,00,000/- per month .

b) PERQUISITES:

HOUSING: For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid whichever is lower.

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. This shall, however, be subject to a ceiling of 10% of Salary of the Chairman & Executive Director.

MEDICAL: Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or three months' salary over a period of three years.

LEAVE TRAVEL: For self and family once a year incurred in accordance with the rules of the company.

CLUB FEES: Club fees subject to maximum of two clubs but not admission and life membership fees.

PERSONAL ACCIDENT INSURANCE: Premium for insurance not to exceed ₹12,000/- per annum plus Service Tax as applicable.

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.

GRATUITY: At the rate of half month's salary for each completed year of service subject to a ceiling of ₹10,00,000/-.

CONVEYANCE: For use of Company's Car for private purposes a sum of ₹1000/- per month to be paid to the company.

RESOLVED FURTHER THAT the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 198 of the Companies Act, 1956 shall be restricted to ₹4,00,000/- per month in the event of absence or inadequacy of net profit computed in the manner provided under the said section."

RESOLVED FURTHER THAT in addition to the above basic salary and perquisites, it is hereby decided to pay a further remuneration by way of Commission @ 3% of the Net Profits of the Company as determined in accordance with the provisions of Sections 198, 269, 309, 310, 349, 350 and other applicable provisions, if any, of the Companies Act, 1956.

RESOLVED FURTHER THAT the total remuneration payable to Shri V.K Goel will not exceed 5% Net Profits of the Company.

RESOLVED FURTHER THAT in case, the total remuneration payable to all the Managing Directors and Whole Time Directors of the Company exceeds 10% of Profits of the Company, a proportionate deduction shall be made from the commission payable to Managing Directors/Whole Time Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 198, 269, 309, 310, 349 and other applicable provisions, if any of the Companies Act, 1956".

Item No. 10

To consider, and if thought fit, to pass with or without modification(s), the following resolutions as ordinary resolution:

REVISION IN REMUNERATION OF SHRI GAUTAM GOEL, MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310, 349, 350 read with Schedule XIII, and other applicable provisions of the Companies Act, 1956, if any, or other approvals as may be necessary, the monthly remuneration and perquisites of Shri Gautam Goel, Managing Director, be revised for a period of three years with effect from 1st February, 2013 as under:

a) REMUNERATION :

SALARY: ₹ 4,00,000/- per month .

b) PERQUISITES:

HOUSING: For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid whichever is lower.

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. This shall, however, be subject to a ceiling of 10% of Salary of the Managing Director.

MEDICAL: Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.

LEAVE TRAVEL: For self and family once a year incurred in accordance with the rules of the company.

CLUB FEES: Club fees subject to maximum of two clubs but not admission and life membership fees.

PERSONAL ACCIDENT INSURANCE: Premium for insurance not to exceed ₹12,000/- per annum plus Service Tax as applicable.

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.

GRATUITY: At the rate of half month's salary for each completed year of service subject to a ceiling of ₹10,00,000/-.

CONVEYANCE: For use of Company's Car for private purposes a sum of ₹1000/- per month to be paid to the Company.

RESOLVED FURTHER THAT the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 198 of the Companies Act, 1956 shall be restricted to ₹4,00,000/- per month in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

RESOLVED FURTHER THAT the total remuneration payable to Shri Gautam Goel, will not exceed 5% Net Profits of the Company.

RESOLVED FURTHER THAT in case the total remuneration paid to all the Managing Directors and Whole Time Directors of the Company exceeds 10% of Profits of the Company, the Company do make payment as above subject to approval of Central Government or a proportionate deduction shall be made from the remuneration paid to Managing Directors/Whole Time Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 198, 269, 309, 310, 349 and other applicable provisions, if any of the Companies Act, 1956".

Item No. 11

To consider, and if thought fit, to pass with or without modification(s), the following resolutions as special resolution:

COMMISSION TO NON-EXECUTIVE, NON INSTITUTIONAL INDEPENDENT DIRECTORS

"RESOLVED THAT pursuant to provisions of Section 309 and other applicable provisions of the Companies Act, 1956 and Schedule XIII to the Companies Act, 1956 the Company, be and is hereby authorized to pay commission to all the non-executive Directors (i.e. except the Managing Director, Executive Directors and Institutional Directors) of the amount as may be decided by the Board, subject however that the aggregate of such commission shall not exceed to 1% of the net profit of the Company for Financial Year 2013-14, computed in the manner referred to Section 198(1) of the said Act, w.e.f. 1st April, 2013".

**BY ORDER OF THE BOARD
FOR DHAMPUR SUGAR MILLS LIMITED**

PLACE : New Delhi
DATE : 25th July, 2013

(V. K. GOEL)
CHAIRMAN

NOTES:

1. 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 so appointed need not to be a member of the Company. Proxies in order to be effective must be received at Registered Office of the Company not less than 48 hours before the start of the meeting.
2. Member/Proxies should bring their copy of Annual Report and attendance slip duly completed when attending the Meeting.
3. The documents referred to in the accompanying Notice and the Annual Report are open for inspection at the Registered Office of the Company during the office hours between 11.00 A. M. and 1.00 P. M. on all working days except Sundays up to the date of the Meeting and shall also be available at the venue.
4. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from the 13th September, 2013 to 20th September, 2013 (both days inclusive) for the purpose of Annual General Meeting and determining the names of Members eligible for Dividend on Equity Shares, if declared at the Meeting.
6. Members are requested to intimate their dividend mandates like bank account number, type and bank addresses in which they intend to deposit the warrants by a duly signed letter. The banks details can also be printed on the warrants to avoid any incidence of fraudulent encashment.
7. Electronic Clearance System (ECS) is presently available at certain locations specified by Reserve Bank of India. To avoid risk of loss and /or fraudulent encashment, Members are requested to avail ECS facility where dividends are directly and promptly credited in electronic form to their respective bank accounts.
8. Pursuant to the provisions of section 205A (5) of the Companies Act, 1956 dividend for the financial year ended 30th September, 2006 and thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the 'Investor Education and Protection Fund' (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956.

Financial Year Ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
30.09.2006	15.03.2007	14.03.2014	15.04.2014
30.09.2009	10.02.2010	09.02.2017	10.03.2017
31.03.2011	01.08.2011	31.07.2018	01.08.2018
31.03.2012	15.09.2012	14.09.2019	15.10.2019

Shareholders who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Transfer Agents, M/S. Alankit Assignments Limited immediately. Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.

9. Non-Resident Indian Shareholders are requested to inform M/s Alankit Assignments Limited immediately:
 - a) The change in the Residential Status on return to India for a permanent settlement.
 - b) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of the Bank, if not furnished earlier.
10. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
11. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Transfer Agents, M/S. Alankit Assignments Limited.
12. 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.
13. 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.
14. Members are requested to register their email address and changes in their particulars like change in Address from time to time with M/s Alankit Assignments Ltd., Registrar & Transfer Agent for shares held in physical form and with their respective Depository Participants for shares held in demat.
15. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number of all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to Company/ Share Transfer Agent for registration of such transfer of shares.
16. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this initiative of the Government in full measure, Members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address along with details of name, address, Folio No., shares held:
 - (a) To the registrar and share transfer agent, M/s Alankit Assignments Ltd. for shares held in physical form and;
 - (b) In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants directly.
17. Brief profile of Shri V.K. Goel, Shri A.K. Goel, Shri Priya Brat and Shri Rahul Bedi, seeking re-appointment has been given in Report on Corporate Governance forming part of Annual report.
18. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the special business is annexed.



DHAMPUR SUGAR MILLS LIMITED

Dhampur, Distt. Bijnor (U.P.)

EXPLANATORY STATEMENT

(Pursuant to Sec. 173 (2) of the Companies Act, 1956)

Item No. 9

The Board of Directors resolved to re-fix the remuneration of Shri V.K. Goel for a period of three years w.e.f. 1st February, 2013, along with perquisites and commission in accordance with recommendation of the Remuneration Committee subject to approval of the members.

The Resolution and other terms and conditions of appointment require approval of the Company in General Meeting pursuant to Sections, 198, 269, 309 and 311 read with Schedule XIII of the Companies Act, 1956 and the resolution set out in item no. 9 is intended for that purpose.

This may be treated as an Abstract and Memorandum of Concern or Interest under Section 302 of the Companies Act, 1956.

Shri V. K. Goel and his relatives Shri A.K. Goel and Shri Gautam Goel, Directors are interested in the above resolution.

Item No. 10

The Board of Directors resolved to re-fix the remuneration of Shri Gautam Goel for a period of three years w.e.f. 1st February, 2013 along with perquisites and commission in accordance with recommendation of the Remuneration Committee subject to approval of the members.

The Resolution and other terms and conditions of appointment require approval of the Company in General Meeting pursuant to Sections, 198, 269, 309 and 311 read with Schedule XIII of the Companies Act, 1956 and the resolution set out in item no. 10 is intended for that purpose.

This may be treated as an Abstract and Memorandum of Concern or Interest under Section 302 of the Companies Act, 1956.

Shri Gautam Goel and his relative Shri V.K. Goel, Director is interested in the above resolution.

Item No. 11

Section 309(4) of the Companies Act, 1956 provides that in the case of Directors who are neither Managing Director nor in the whole-time employment of the Company, may by a Special resolution, be paid commission upto 1% of the net profits of the Company in addition to the fee for attending the meetings of the Board where such Directors are rendering useful advice to the Company. The company owes all such non-executive directors for their incredible guidance and with a view to pay honour to such non-executive/independent Directors (except the Managing Directors, Executive Directors and Institutional Directors), it is recommended that they should be paid commission of such an amount as may be decided by the Board but to the extent of 1% of the net profit of the company in financial year 2013-14. The proposed Resolution seeks authority for such payment to the Directors for the financial year 2013-14 effective from 1st April, 2013.

Shri Ashwani K Gupta, Shri M.P Mehrotra, Shri Priya Brat, Shri Rahul Bedi, Shri B.B Tandon and Shri Harish Saluja, are interested in the Resolution to the extent the commission is payable to them in accordance with the proposed Resolution.

**ATTENDANCE SLIP****DHAMPUR SUGAR MILLS LIMITED**

Registered Office: Dhampur (N.R.) District Bijnor 246 761 (U.P.)
(Particulars to be completed by the Member)

DP ID*	Master Folio No.:
CLIENT I D*	No. of Shares held :

Name of Member (In Block letters):

Shri/Mrs/Ms.: _____

Name of Proxy, if attending for Member (In Block Letters):

Shri/Mrs/Ms.: _____

I hereby record my presence at the 78th Annual General Meeting of the Company, held on Friday, 20th September, 2013 at 2.00 P.M. at Sugar Mill Compound, Dhampur, District Bijnor, U.P.

- Note:**
1. Please sign the attendance slip and handover at the reception.
 2. Please bring your copy of the Notice at the Meeting.

For Office use

Signature of Member/Proxy*

Applicable for Investors holding shares in Electronic Form

**PROXY FORM****DHAMPUR SUGAR MILLS LIMITED**

Registered Office: Dhampur (N.R.) District Bijnor 246 761 (U.P.)
(Particulars to be completed by the Member)

DP ID*	Master Folio No.:
CLIENT I D*	No. of Shares held :

I/We _____

of _____ being a Member/ Members of Dhampur Sugar

Mills Limited hereby appoint _____

of _____

or failing him _____ of _____ as my/our proxy to vote for me/us and on my/our behalf to attend the 78th Annual General Meeting of the Company to be held on Friday, 20th September, 2013 at 2.00 P.M. and/or at any adjournment thereof.

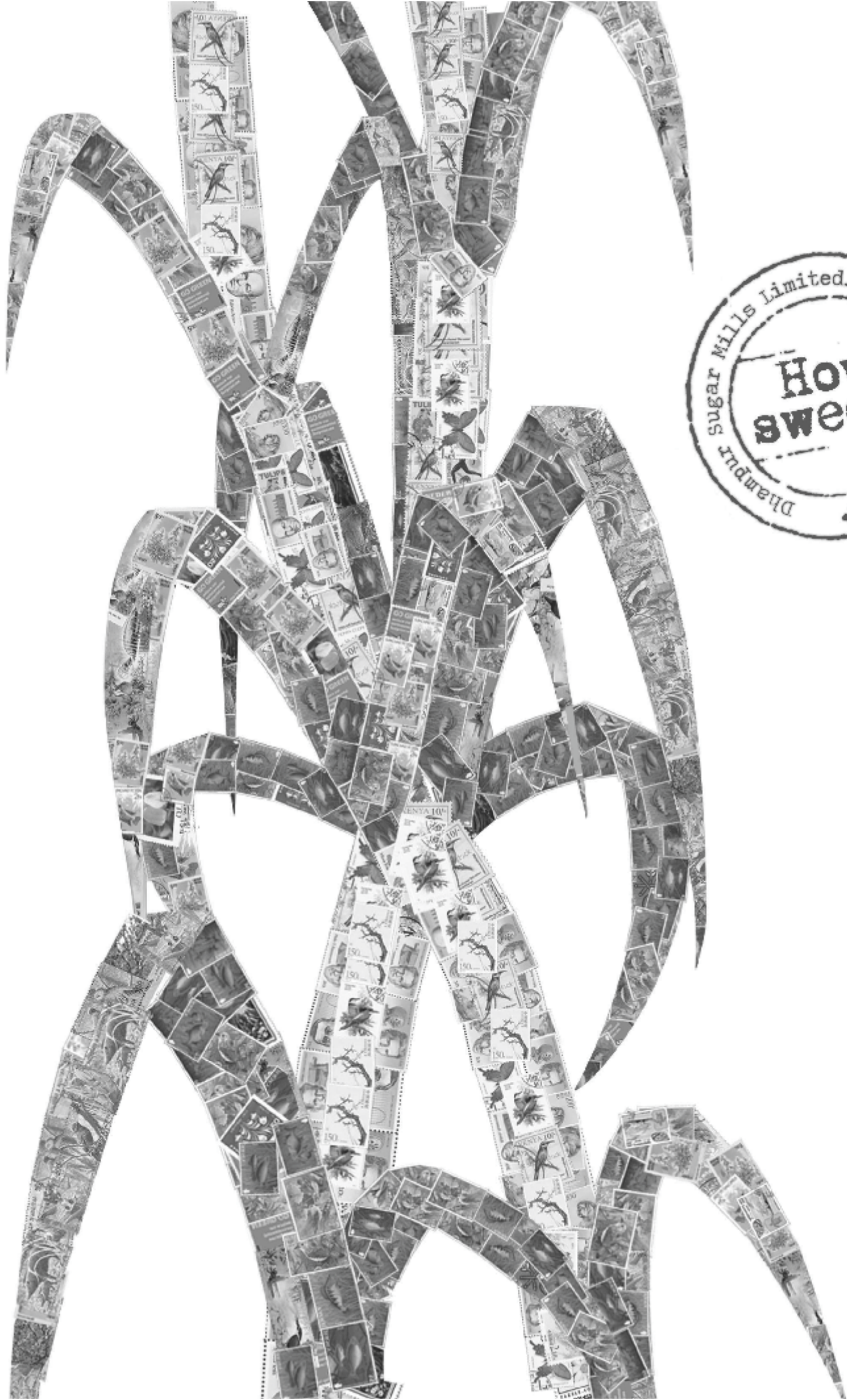
Signed this _____ day of _____ 2013

Affix the
Revenue
Stamp of
₹ 1/-

Signature(s) of the Member(s)

* Applicable for Investors holding shares in Electronic Form

- Note:**
1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting.
 2. A proxy need not be member.



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Cautionary statement

Statements in this report that describe the Company's objectives, projections, estimates, expectations or predictions of the future may be 'forward-looking statements' within the meaning of the applicable securities laws and regulations. The Company cautions that such statements involve risks and uncertainty and that actual results could differ materially from those expressed or implied. Important factors that could cause differences include raw materials' cost or availability, cyclical demand and pricing in the Company's principal markets, changes in government regulations, economic developments within the countries in which the Company conducts business, and other factors relating to the Company's operations, such as litigation, labour negotiations and fiscal regimes.

The world is faced with the daunting problem of vehicular pollution. It needs companies engaged in the manufacture of clean fuel.

The world is faced with the challenge of producing energy from renewable sources. It needs companies generating power from sustainable resources.

The world is faced with the problem of generating more from finite land area. It needs companies who can generate more from less.

Now think of one company that has all these.

Dhampur Sugar Mills. Reported a net profit of ₹22.71 crore in 2012-13.

Enhancing value for farmers, customers, shareholders and itself.

How sweet.

