



# **DHAMPUR SUGAR MILLS LIMITED**

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761

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**Website:** www.dhampur.com

**CIN :** L15249UP1933PLC000511

## **NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 79<sup>th</sup> Annual General Meeting of the Company shall be held on Friday, the 26<sup>th</sup> September, 2014 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 31<sup>st</sup> March, 2014 and the Profit & Loss Account of the Company for the period ended on 31<sup>st</sup> March, 2014 together with Director's Report and Auditors' Report thereon.

#### **ITEM NO. 2**

To declare dividend on Preference Shares to IFCI Limited for the financial year ended 31<sup>st</sup> March, 2014.

#### **ITEM NO. 3**

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

#### **ITEM NO. 4**

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

#### **ITEM NO. 5**

#### **Re-Appointment of Auditors**

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

"RESOLVED that, pursuant to provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013, M/s S Vaish & Company, Chartered Accountants (Firm Registration No. 00001C), Kanpur, and M/s Mittal Gupta & Company, Chartered Accountants (Firm Registration No. 01874C), Kanpur be and are hereby re-appointed as Joint Statutory Auditors of the Company for the financial year 2014-15 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting of the Company at a remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### **Special Business**

#### **ITEM NO. 6**

#### **Appointment of Auditors**

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

"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, Bareilly, a unit of the Company for the financial year 2014-15 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting of the Company at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### **ITEM NO. 7**

#### **Approval of Remuneration to the Cost Auditor for the Financial Year 2014-15**

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

"RESOLVED that pursuant to the provisions of Section 148 (3) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby approve and ratify the remuneration of ₹ 1,50,000 per annum plus service tax, out-of-pocket, travelling and living expenses 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 2014-15 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."

#### **ITEM NO. 8**

##### **Appointment of Shri Priya Brat as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Shri Priya Brat, (holding DIN No. 00041859) a Non – Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years w.e.f 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019.”

#### **ITEM NO. 9**

##### **Appointment of Shri M.P Mehrotra as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Shri M.P Mehrotra, (holding DIN No. 00016768) a Non – Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years w.e.f 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019.”

#### **ITEM NO. 10**

##### **Appointment of Shri Ashwani K Gupta as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Shri Ashwani K Gupta, (holding DIN No. 00108678) a Non – Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years w.e.f 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019.

#### **ITEM NO. 11**

##### **Appointment of Shri B.B Tandon as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Shri B.B Tandon, (holding DIN No. 00740511) a Non – Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years w.e.f 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019

#### **ITEM NO. 12**

##### **Appointment of Shri Harish Saluja as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013 Shri Harish Saluja, (holding DIN No. 01233800) a Non – Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years w.e.f 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019.

#### **ITEM NO. 13**

##### **Appointment of Shri Rahul Bedi as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Shri Rahul Bedi , (holding DIN No. 02573535) a Non – Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years w.e.f 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019.

#### ITEM NO. 14

##### **Appointment of Shri Sandeep Sharma as Whole Time Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149,152,196,197,198,202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (to the extent enacted) and rules made thereunder and subject to such other consents, approvals and permissions if any needed, the consent of the members of the company be and is hereby accorded to appoint Shri Sandeep Sharma, ( holding DIN no. 06906510) as Whole Time Director of the Company with effect from 23<sup>rd</sup> June, 2014 for a period of three years on a remuneration and such other terms and conditions hereinafter mentioned:

a) REMUNERATION:

SALARY: Rs. 84,000/- per month .

b) PERQUISITES:

HOUSING: For accommodation owned / rented by the company a deduction @ 7.5% 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.

MEDICAL: Reimbursement of actual expenses incurred for self and family to the extent of ₹ 15000/-Per Year .

LEAVE TRAVEL: For self and family once a year to the extent of one month salary in once in a year.

OTHERS: (Not to be treated as perquisites).

Leave encashment : To the extent of one month's salary in a year.

Other Allowances : ₹ 15,672/-(Bonus, CEA, PDA and servant allowance)

Furniture allowance is also being paid ₹ 11,140/- quarterly.

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 as per the existing policies of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to vary, modify or alter the different components of the aforesaid remuneration as may be agreed to by the Board of Directors

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

#### ITEM NO. 15

##### **Invitation and Acceptance of Fixed Deposits from the Members and Public**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

**“RESOLVED** that pursuant to the provisions of Sections 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Acceptance of Deposits)Rules, 2014, the consent of the members be and is hereby 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 finalise 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.”

#### ITEM NO. 16

##### **Borrowing Powers of the Company :**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Company with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c ) and other applicable provisions, if any, of the Companies Act 2013, to the Board of Directors of the Company to borrow money(s)(apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at anytime shall not exceed in the aggregate ₹ 1,500 Crores (Rupees One Thousand Five Hundred only).”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all necessary steps to give effect to this resolution.”

#### ITEM NO. 17

##### **Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution through Postal Ballot/e-voting**:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) /rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act, 1956, consent be and is hereby accorded to the Board of Directors (hereinafter called as 'the Board') to mortgage and/or to create charge by way of hypothecation or otherwise the whole or substantially the whole of the undertaking of the Company, including the current assets / leased assets of the Company, wherever situate, present and future, with the right to take over the management of the business and undertaking of the company in certain events to or in favor of Public Financial Institutions, Debentures Trustees, State Financial Institutions, Public Sector Banks, Non-Public Sector Banks (including Foreign Banks) or any other private organization to secure the repayment of the loans, debentures bonds, premium notes, other debts securities, convertible bonds and securities etc. issued or to be issued by the Company and foreign currency loan both present and future together with interest thereon at the agreed rates, compound / additional interest, liquidated damages, commitment charges, cost, charges, expenses and other monies in terms of respective agreement(s)/deed of hypothecation / other security documents to be executed by the company to obtain the loan (s) etc.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the aforesaid institutions / banks the form, extent and manner of agreement(s), document(s) and the deed(s) for creating the mortgage(s) and/or charge(s) and to do all such acts, deeds and matters as may be necessary for giving effect to the above resolution."

#### ITEM NO. 18

##### **Loans and Investment by Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution to be passed by Postal Ballot :

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called as 'the Board') to make/give from time to time, any loan(s) /advances/deposits/investments in shares, debentures and / or

other securities and to give , on behalf of the Company, any guarantee and to provide any security in connection with any loan or loans made by any other person to or to any other persons by any other person (s), Companies, Body Corporates which shall be subject to aggregate limit of ₹ 700 crores and which may be individual /aggregate in excess of the limits prescribed i.e over and above 60% of the Company's paid-up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more.

**RESOLVED FURTHER THAT** the aforesaid loans/investments be made by the Company out of internal resources or borrowings or in such manner and in such proportion as the Board thinks appropriate. Provided that in case of loans , the interest rate shall not be lower than the prevailing yield of one year , three year, five year or ten year Government Security closest to the tenor of the loan.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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 execute all deeds, applications, documents and writings that may be required , on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary , proper , expedient or incidental thereto for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD  
FOR **DHAMPUR SUGAR MILLS LTD.**

PLACE :NEW DELHI

DATE : 09.08.2014

(**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. A Proxy Form is annexed to this Report. 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. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22<sup>nd</sup> September, 2014 to Friday, 26<sup>th</sup> September, 2014 (both days inclusive).
4. 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.
5. 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, 2E/21, Jhandewalan Extension, New Delhi-55 or to the Company.
6. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. Details pertaining to Directors seeking appointment/re-appointment required as per Clause 49 of the Listing Agreement is provided in the annexure to this notice.
13. Pursuant to the provisions of section 124 of the Companies Act, 2013 dividend 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 125 of the Companies Act, 1956.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Financial Year Ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
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
31.03.2013	20.09.2013	19.09.2020	20.10.2020

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.

14. Pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchanges and Sections 101 and 136 of the Companies Act, 2013, electronic copy of Annual Report and Notice along with Attendance Slip and proxy form are being sent by e- mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.
15. 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 Annual General Meeting and Annual Report for the year ended March 31, 2014 are being despatched in the mode prescribed under Companies Act, 2013.
16. 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.
17. Pursuant to Section 110 of the Companies Act, 2013, ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules"), Resolution mentioned in Item No. 18 of Notice is proposed to be passed by the Members as Special Resolution by way of Postal Ballot by giving their assent/dissent. The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.
  - a. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying

your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of despatch of notice i.e. before the close of working hours on 22<sup>nd</sup> September, 2014.

- b. Mr. Saket Sharma, Company Secretary in practice (Membership No. FCS 4229) has been appointed as the Scrutinizer for the purpose of passing this resolution through postal ballot.
- c. The Form should be completed and signed by the shareholder. In case of Joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Please note that Postal ballot form shall not be signed by the proxy. Unsigned Postal Ballot form will be rejected.
- d. In case of Shares held by Companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
- e. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> August, 2014.
- f. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The scrutinizer's decision on the validity of the Postal Ballot will be final.

- g. the Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dhampur.com](http://www.dhampur.com) and on the website of NSDL within two (2) days of passing of the resolution and communicated to BSE Ltd and National Stock Exchange of India Ltd.
- h. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
- i. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.

- j. Members may contact Mr. Arhant Jain, Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate Office of the Company at 241, Okhla Industrial Estate, Phase III, New Delhi – 110020, Tel. # 011 - 30659400.

#### **18. Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

##### **A. In case of shareholders receiving e-mail from NSDL:**

- a) Open e-mail and open the attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - c) Click on "Shareholder - "Login"
  - d) Put user ID and password as initial password noted in step (a) above. Click Login.
  - e) 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.
  - f) Home page of "e-voting" opens. Click on "e-voting: —Active Voting Cycles."
  - g) Select "EVEN" of Dhampur Sugar Mills Limited.
  - h) Now you are ready for "e-voting" as "Cast Vote" page opens.
  - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Once you have voted on the resolution, you will not be allowed to change/modify your vote.
- j) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail at "[saketfcs@gmail.com](mailto:saketfcs@gmail.com)" with a copy marked to "[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)".

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:

Initial password is provided in the attached sheet on the 'Process and manner for e- voting'. Please follow all steps from Sl. No. (b) to Sl. No.(j) above, to cast vote.

- C. The e-voting period commences on 19<sup>th</sup> September, 2014 (9:00 am) and ends on 22<sup>nd</sup> September, 2014 (5.30 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 8<sup>th</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- D. If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote.
- E. You can update your mobile number and email ID in the user profile details of the folio, which may be used for sending communication(s) regarding NSDL e-voting system in future.
- F. In case of any queries, you may refer the 'Frequently Asked Questions' (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- G. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> August, 2014.
- H. Mr. Saket Sharma, Company Secretary in practice (Membership No. FCS 4229) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- J. the Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dhampur.com](http://www.dhampur.com) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Ltd and National Stock Exchange of India Ltd.

Members holding Shares in physical form are requested to furnish their email id by post or by emailing to [investor@dhampur.com](mailto:investor@dhampur.com) along with their Folio No. for sending necessary communication / information in future. The Annual Report of the Company will also be available on the website of the Company; [www.dhampur.com](http://www.dhampur.com) The members holding shares in electronic form may get their email Id's updated with their respective Depository participants.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 6**

It is informed that M/s SS Kothari Mehta & Company, Chartered Accountants, the existing branch auditors of Meerganj unit of the Company have approached for re-appointment and have further confirmed that the said appointment, if made, shall be in accordance and also indicates that criteria under section 141 of the Companies Act, 2013 has been satisfied.

As such, the re-appointment of M/s SS Kothari Mehta & Company, Chartered Accountants as Branch Auditors for Meerganj unit for the Financial Year 2014-15 at a remuneration of ₹ 3,50,000/- per annum is now being placed before the Members in general Meeting for their approval by way of Ordinary resolution.

### **ITEM NO. 7**

The Board had on May 21, 2014 on the recommendation of the Audit Committee, approved the appointment and remuneration of Shri S. R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) the Cost Auditors to conduct the audit of the Company for the Financial Year 2014-15 and remuneration of ₹ 1,50,000/- plus service tax, out-of-pocket, travelling and living expenses have been fixed for this purpose. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2014-15 by way of an Ordinary Resolution is being sought from the members as set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 7 of the Notice.

### **ITEM NO. 8-13**

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Shri Priya Brat, Shri M.P Mehrotra, Shri Ashwani K Gupta, Shri Harish Saluja, Shri B.B Tandon and Shri Rahul Bedi as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

The Nomination & Remuneration Committee has recommended the appointments of these Directors as Independent Directors w.e.f 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 under revised Clause 49 of the Listing Agreement and therefore, these are not the cases of appointment of a new Independent Directors. In view of the above, special notices and deposit of requisite amount is not required to be paid.

The above Independent Directors have given a declaration to the



Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in general Meeting for their approval by way of Ordinary resolution .

None of Directors or Key Managerial Personnel except Shri Priya Brat, Shri M.P Mehrotra, Shri Ashwani K Gupta, Shri Harish Saluja, Shri B.B Tandon and Shri Rahul Bedi and their relatives to the extent of their shareholding are concerned or interested in the proposed resolutions.

#### **ITEM NO. 14**

The Board of Directors, at their meeting held on 21st May, 2014 appointed Mr. Sandeep Sharma as Additional Director of the Company with effect from June 23, 2014 pursuant to Section 161 of the Companies Act, 2013 .

Pursuant to the provisions of the Companies Act, 2013, office of Mr. Sandeep Sharma as director will cease up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Sandeep Sharma for the office of Whole Time Director, to be appointed as such under the provisions of Section 149, 152 and 196 and other applicable provisions of the Companies Act, 2013.

The Company has received from Mr. Sandeep Sharma (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013.

Mr. Sandeep Sharma is technocrat having experience of more than 30 years in administration and operations of sugar Mills, power generation plants and chemical plants.

He has been serving the Company since 1980 in different capacity at senior management level.

Mr. Sandeep Sharma is having Diploma in Mechanical Engineering with 1<sup>st</sup> Division, having experience in establishing green field projects having 29+ yrs experience in administration and sugar mill technology.

The resolution also seeks the approval of members for the appointment of Mr. Sandeep Sharma as Whole Time Director of the Company for a period of Three years pursuant to Section 196 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The copy of terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

Save and except Mr. Sandeep Sharma , his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item no. 14 for the approval of the members.

Any document referred to in the said business item is open for inspection at the registered office of the company during working hours and also at the meeting venue.

#### **ITEM NO. 15**

The Board of Directors at their meeting held on May 21, 2014, have in-principle approved and recommended the invitation and acceptance of Fixed Deposits from the members and public pursuant to Sections 73 and 76 of the Companies Act, 2013 ("Act") and Companies (Acceptance of Deposits) Rules, 2014 ("Rules") as one of the modes to meet the ongoing fund requirements of the Company. The Fixed Deposit program would be credit rated on an annual basis and the Company may provide deposit insurance cover, if required under the Act read with the said Rules. It is proposed to authorise the Board or a committee thereof to negotiate and finalise the terms of Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

In compliance with the provisions of Section 73 and 76 of the Act, read together with Rule 2(e) of the Companies (Acceptance of Deposits) Rules, 2014, approval of the Members by way of special resolution is being sought.

#### **ITEM NO. 16 and 17**

The members of the Company in its Extra ordinary General meetings held on 17<sup>th</sup> December, 2007 and 26<sup>th</sup> September, 2005 had authorized the Board of Directors to borrow monies up to ₹ 1000 crores under Section 293(1)(d) of the Companies Act, 1956, as well as to secure the same by mortgage/charge on all or any of the moveable and/or immovable properties, regarded as disposal of the Company's undertakings under Section 293(1)(a) of the Companies Act, 1956.

However, as per the corresponding provisions of section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 which were notified on September 12, 2013 and based on the clarification thereof issued by GOI, MCA vide General Circular no. 04/2014 dated March 25, 2014, the resolution(s) passed under section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of section 180 of the new Act, for a period of 1 year from the date of notification of Section 180 of the Companies Act, 2013.

The Board of Directors of the Company recommended the proposal of the borrowing powers upto ₹ 1500 Crores, as also to create charge/mortgage on the assets of Company for such borrowing from Banks/Institutions for the purpose of the Company under provisions of Section 180(1)(c) and 180(1)(a) of Companies Act, 2013. Same required consent of Company by way of Special resolution under provisions of the Companies Act, 2013.



None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

#### ITEM NO. 18

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provision of the Companies Act, 2013, the Company can make loans to, give guarantee, provide securities to and make investments in the securities of any other person, other bodies corporate to the extent of 60% of its paid up share capital and free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of special resolution.

As per Section 186(4) of the Companies Act, 2013, full particulars of Loans given, Investment made or guarantee given or security provided and the purpose for which loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security has been provided in the financial Statement given in the Annual Report of the Company for the Year ended 31<sup>st</sup> March, 2014.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its subsidiaries, associate companies, other body corporate or persons and would therefore be required to provide financial support by way of loan(s), guarantees or securities/investments in securities of any other person subsidiaries, associate companies, other body corporate or otherwise in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects.

It is therefore proposed that the Board of Directors of the Company be authorised to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and or providing of security(ies) for an amount not exceeding ₹ 700 crores from time to time in to one or more of the persons/entities i.e subsidiaries, associate companies, other body corporate. The source of funds for making these investments would be met from borrowing/surplus funds generated by the Company through operations or from such other sources as the board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided disinvestments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

The proposal above is in the interest of the Company and the board commends the resolution set out in the accompanying notice.

Except Directors and key Managerial personnels of the Company who are/may be Directors/Shareholder in one or more persons/bodies corporate described herein above, no other director or key managerial Personnel of the Company is concerned or interested in the said resolution.

#### Brief Profile of Directors Appointed/Reappointed.

a) **Mr. Rahul Bedi:** Independent Director, aged 62 years. Experienced Journalist. He is the India Correspondent for the Daily Telegraph, UK and the Irish Times, Dublin. He specializes in military and security-related issues. An MA in English Literature from Delhi University he was also at Oriel College, Oxford as the Reuters Fellow in the mid 1980's. He has co-authored several books. In the 1970's he was Assistant Master at The Mayo College, Ajmer and The Doon School where he taught English, History and Mathematics.

Age : 62 Years  
Qualification : Post Graduate  
Experience : 35 years

b) **Shri Priya Brat:** Independent Director of the Company. He is a science graduate and started his career as an academician but has been a banker since 1959 and retired as Dy. MD of State Bank of India. During his remarkable career he has been associated with several major financial institutions. He has been on the boards of State Bank of Patiala, State Bank of Bikaner & Jaipur, State Bank of Hyderabad, State Bank of Indore, State Bank of Mysore, State Bank of Travancore, State Bank of Saurashtra, M.P. State Development Corporation, M.P. State Electronic Development Corporation and OPTEL.

Age : 78 Years  
Qualification : M.Sc (Hons)  
Experience : 55 years

Directorship in other companies:

1) Dhanuka Agritech Limited, 2) Eicher Motors Limited, 3) South Asian Enterprises Limited, 4) Trinova India Private Limited.

c) **Mr. M. P. Mehrotra**, Independent Director. He is a Chartered Accountant with experience of over 44 years and with vast exposure of finance and taxes. He has wide experience as an Auditor and Tax Consultant and is an expert on Companies Act and Income Tax Act. He is the founder Partner of Mehrotra & Mehrotra and member of several prominent organizations such as Central Board of Trustees, Employees' Provident Fund Organization (EPFO), Ministry of Labour, Govt. of India, Task Force for MOUs, Ministry of Heavy Industries & Public Enterprises, Govt. of India, Advisory Committee, Handlooms, Ministry of Textiles, Govt. of India, PHDCCI and ASSOCHAM and several others. He has been Director, Canara Bank and Trustee, Cochin Port Trust.

Age : 77 Years  
Qualification : Chartered Accountant  
Experience : 46 years

Directorship in other companies:

1) VLS Finance Ltd. 2) ) South Asian Enterprises Ltd. 3) Empee Distilleries Ltd. 4) Delton Cables Ltd. 5) SBICAP Securities Ltd. 6) Baroda Pioneer Asset Management Co. Ltd. 7) Moonrock Hospitality Pvt. Ltd. 8) Maxim Infracom Pvt. Ltd. 9) VLS Commodities Ltd. 10) Empee Sugars & Chemicals Ltd., 11) Lino Pensione (P) Ltd., 12) Vinu Promoters (P) Ltd., 13) GOL Offshore Limited.

- d) **Shri Harish Saluja** is a Director of the Company since 1980. He is having experience of about 38 years and with vast exposure of the financial market in India.

Age : 76 Years

Qualification : Graduate

Experience : 45 years

Directorship in other companies :

1) Saraswati Properties Limited 2) Revive Realty Private Limited 3) Real Value Energy Limited 4) Norburry Consultants Private Limited 5) Revive Containers Private Limited 6) Revive In fra Private Limited

- e) **Shri B. B. Tandon** is an Independent Director of the Company since 2008. He was a member of Indian Administrative Services (IAS) 1965-2001, Election Commissioner of India w.e.f. 13.06.2001 to 15.05.2005, member of the Delimitation Commission w.e.f. 12.07.2002 to 15.05.2005 and Chief Election Commissioner of India w.e.f. 16.05.2005 to 29.06.2006. He was also invited as International Election Observer to observe the Second Cambodian General Election held in July, 2003. He also served as a member of the "Commission on Constitutional and Electoral Reforms" set up by the Govt. of Mauritius in November, 2001. He also headed the working group on comprehensive revision of the Companies Act, 1956, which recommended several changes/amendments in the said Act. Having joined the service in 1965, Shri Tandon held various top-level posts in the Government of India including as Addl. Secy.- Ministry of Company Affairs and at State level as Principal Secretary (Power) - Govt. of Himachal Pradesh. He has also served on the Board of several Public Sector Undertakings.

Age : 73 Years

Qualification : M.A., LL. B, IAS

Experience : 46 years

Directorship in other companies :

1) Ambuja Cement Foundation, 2) Adani Power Limited 3) Birla Corporation Limited 4) Oriental Carbon & Chemicals Ltd, 5) Jaiprakash Power Ventures Limited 6) Filatex India Ltd, 7) Bhushan Steel Limited, 8) V L S Finance Limited, 9) Exicom Tele-Systems Limited, 10) Ambience Private Limited, 11) JaypeeInfratech Limited, 12) ACB (India) Limited, 13) Schrader Duncan Limited, 14) Jinbhuvish Power Generations Private Limited

- f) **Mr. Ashwani K Gupta** :Independent Director. Mr. Ashwani Kumar Gupta is Chartered Accountant of 1977 batch. He has experience of over 37 years and is acknowledged as one of the leading Finance, Treasury, Real Estate, Securitisation, Re-construction of Assets Experts in the Industry today and is on the Board of various prestigious companies. Mr. Gupta is Regional Council Member of Central India Regional Council of Institute of Chartered Accountants of India. He has been Government Nominee on the Board of Joint Sector Companies and RBI nominee on the Board of Bank.

Age : 60 Years

Qualification : CA

Experience : 37 years

Directorship in other companies :

1) Ashlay Infrastructure Private Limited, 2) Best Techno Parks Private Limited, 3) Mani Infradev Limited 4) Kapareva Development Private Limited 5) Lallooji & Sons Private Limited 6) Urvi Homes Private Limited 7) Mani Capitals Limited 8) Norburry Consultants Private Limited 9) Ultimate Infraventures Private Limited 10) Real Value Energy Private Limited 11) AKG Consultants Private Limited 12) Saransh Investment Pte Ltd. (Singapore)

- g) **Mr. Gaurav Goel**, Managing Director of the Company, having more than a decade, Sugar Industry experience. He is currently a member of a committee of Indian Sugar Mills Association and has been the member of The Associated Chambers of Commerce and Industry of India (ASSOCHAM). He was also the President for the year 2006-07 of the Young Entrepreneurs Organization, Delhi Chapter.

He has been associated with the Company as a promoter Director since 1994.

Age : 40 Years

Qualification : Bachelor in Business Management

Experience : 20 years

Directorship in other companies:

1)Goel Investments Limited, 2) Francis Klein and Company Bombay Private Limited, 3) Star Metal Refinery Private Limited, 4) Decon Mercantile Private Limited, 5) Shudh Edible Products Limited, 6) YPO (Delhi Chapter) U/s 25, 7) Mangalam Cement Limited, 8) Venus India Asset- Finance Private Limited, 9) Dhampur International Pte Ltd. (Singapore), 10) Dhampur Global Pte Ltd. (Singapore)

Committee/Executive position held in other Companies: - Three

- h) **Mr. Gautam Goel**, Managing Director of the Company, having more than a decade, Sugar Industry experience. He is currently on various committees of Indian Sugar Mills Association.

He is associated with the Company as a promoter Director since 1994.

Age : 40 Years

Qualification : Graduate

Experience : 20 years.

Directorship in other companies:

1) Goel Investments Limited 2) Shudh Edible Products Ltd. 3) Saraswati Properties Ltd 4) Sonitron Ltd. 5) Dhampur International Pte Ltd. (Singapore) 6) Dhampur Global Pte Ltd. (Singapore)

Committee/Executive position held in other Companies: - None