



DHAMPUR SUGAR MILLS LIMITED

DHAMPUR, DISTRICT BIJNOR (U.P.) 246761

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Email: investordesk@dhampur.com

Website: www.dhampur.com

CIN : L15249UP1933PLC000511

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 80th Annual General Meeting of the Company shall be held on Friday, the 11th September, 2015 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, 2015 and the Profit & Loss Account of the Company for the year ended 31st March, 2015 together with Board's Report and Auditors' Report thereon.

Item No. 2

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

Item No. 3

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

Item No. 4

Re-Appointment of Auditors

To consider, and if thought fit, to pass 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 and Rules made there under, M/s Mittal Gupta & Company, Chartered Accountants, Kanpur be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2015-16 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting of the Company at a remuneration of ₹17,00,000/- and applicable taxes and re-imbursement of expenses incurred / to be incurred on actual basis.

Special Business

Item No. 5

Re-Appointment of Branch Auditors

To consider, and if thought fit, to pass 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, Distt. Bareilly and DSM Sugar, Rajpura, Distt. Sambhal units of the Company for the financial year 2015-16 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting of the Company at a remuneration of ₹7,50,000/- and applicable taxes and re-imbursement of expenses incurred / to be incurred on actual basis.

Item No. 6

Payment of Remuneration to the Cost Auditor for the Financial Year 2015-16

To consider, and if thought fit, to pass with 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 ("Act") and Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹1,50,000/- and applicable taxes and re-imbursement of expenses incurred / to be incurred on actual basis payable to Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) who was re-appointed as Cost Auditors of the Company for the financial year 2015-16 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. 7

Appointment of Ms Nandita Chaturvedi as an Independent Director

To consider, and if thought fit, to pass 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, Ms Nandita Chaturvedi, (holding DIN No. 07015079) a Non – Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and 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 12th November, 2014 upto 11th November, 2019.

Item No. 8

Invitation and Acceptance of Fixed Deposits from the Members and Public

To consider and if thought fit, to pass 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 (“Act”) 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. 9

Reappointment of Shri V. K. Goel, Chairman and Executive Director of the Company and to fix his remuneration.

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Sections 149, 152, 196, 197, 198, 202 and 203 read with Schedule V, and other applicable provisions of the Companies Act, 2013, if any, Shri V.K. Goel, be and is hereby re appointed as Chairman and Executive Director of the Company for a further period of 3 (Three) years with effect from 1st April, 2015.

RESOLVED FURTHER THAT the monthly remuneration and perquisites being paid to Shri V.K Goel, Chairman and Executive Director, be and is hereby decided for a period of three years with effect from 1st April, 2015 as under:

Remuneration :

Salary: With effect from 1st April, 2015, ₹ 6,25,000 /- per month. (In grade ₹ 6,25,000 – ₹ 42000- ₹ 7,09,000)

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 197 of the Companies Act, 2013 shall be within the limits as specified 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 @ 2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT the total remuneration payable to Shri V.K Goel, will not exceed 5% of 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 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Gaurav Goel or Shri Gautam Goel, Managing Directors or Shri Arhant Jain, Executive President Finance & Company Secretary be and are hereby severally authorized to sign, execute and make such application(s), write letter(s), correspondence(s) and file such form(s), return(s) or any such documents with appropriate authority (ies), as may be considered necessary, expedient or desirable in order to give effect to this resolution to anyone concerned or interested in the matter, in this regard.

Item No. 10

Reappointment of Shri A.K Goel, Vice Chairman and Executive Director of the Company and to fix his remuneration

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Sections 149, 152, 196, 197, 198, 202 and 203 read with Schedule V, and other applicable provisions of the Companies Act, 2013, if any, Shri A.K. Goel, be and is hereby re appointed as Vice Chairman of the Company for a further period of 3 (Three) years with effect from 1st April 2015

RESOLVED FURTHER THAT the monthly remuneration and perquisites being paid to Shri A.K Goel, Vice Chairman, be and is hereby decided for a period of three years with effect from 1st April, 2015 as under:

Remuneration :

Salary: With effect from 1st April, 2015, ₹ 6,25,000 /- per month. (In grade ₹ 6,25,000 – ₹ 42000- ₹ 7,09,000)

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 Vice 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 197 of the Companies Act, 2013 shall be within the limits as specified 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 @ 2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT the total remuneration payable to Shri A.K Goel, will not exceed 5% of 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 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Gaurav Goel or Shri Gautam Goel, Managing Directors or Shri Arhant Jain, Executive President Finance & Company Secretary be and are hereby severally authorized to sign, execute and make such application(s), write letter(s), correspondence(s) and file such form(s), return(s) or any such documents with appropriate authority (ies), as may be considered necessary, expedient or desirable in order to give effect to this resolution to anyone concerned or interested in the matter, in this regard.

Item No. 11**Reappointment of Shri Gaurav Goel as Managing Director of the Company and to fix his remuneration**

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Sections 149,152,196, 197,198, 202 and 203 read with Schedule V, and other applicable provisions of the Companies Act, 2013, if any, Shri Gaurav Goel, be and is hereby re-appointed as Managing Director of the Company for a further period of 3 (Three) years with effect from 1st April 2015 .

RESOLVED FURTHER THAT the monthly remuneration and perquisites being paid to Shri Gaurav Goel, Managing Director , be and is hereby decided for a period of three years with effect from 1st April , 2015 as under:

Remuneration :

Salary: With effect from 1st April, 2015, ₹ 6,25,000 /- per month. (In grade ₹ 6,25,000 – ₹ 42000- ₹ 7,09,000)

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 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 197 of the Companies Act, 2013 shall be within the limits as specified 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 @ 2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT the total remuneration payable to Shri Gaurav Goel, will not exceed 5% of 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 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Gaurav Goel or Shri Gautam Goel, Managing Directors or Shri Arhant Jain, Executive President Finance & Company Secretary be and are hereby severally authorized to sign, execute and make such application(s), write letter(s), correspondence(s) and file such form(s), return(s) or any such documents with appropriate authority (ies), as may be considered necessary, expedient or desirable in order to give effect to this resolution to anyone concerned or interested in the matter, in this regard.

Item No. 12

Reappointment of Shri Gautam Goel as Managing Director of the Company and to fix his remuneration

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Sections 149,152,196, 197,198, 202 and 203 read with Schedule V, and other applicable provisions of the Companies Act, 2013, if any and subject to approval of Central Government, Shri Gautam Goel, be and is hereby re appointed as Managing Director of the Company for a further period of 3 (Three) years with effect from 1st April 2015.

RESOLVED FURTHER THAT the monthly remuneration and perquisites being paid to Shri Gautam Goel, Managing Director be and is hereby decided for a period of three years with effect from 1st April, 2015 as under:

Remuneration :

Salary: With effect from 1st April, 2015, ₹ 6,25,000 /- per month. (In grade ₹ 6,25,000 – ₹ 42000- ₹ 7,09,000)

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 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 197 of the Companies Act, 2013 shall be within the limits as specified 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% of 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 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Gaurav Goel or Shri Gautam Goel, Managing Directors or Shri Arhant Jain, Executive President Finance & Company Secretary be and are hereby severally authorized to sign, execute and make such application(s), write letter(s), correspondence(s) and file such form(s), return(s) or any such documents with appropriate authority (ies), as may be considered necessary, expedient or desirable in order to give effect to this resolution to anyone concerned or interested in the matter, in this regard.

Item No. 13

Borrowing Powers of the Company:

To consider, and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under (as amended from time to time), Memorandum and Articles of Association of the Company and in supersession of the earlier resolutions passed by the Company with respect to the borrowing powers, consent of the members of the Company be and is hereby accorded, 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 ₹2,500 Crores (Rupees Two Thousand Five Hundred Crores only).”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all the necessary acts and actions as may be required to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD
FOR DHAMPUR SUGAR MILLS LIMITED

PLACE :NEW DELHI
DATE : 08.08.2015

(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 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 Friday, 4th September, 2015 to Friday, 11th September, 2015 (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 required as per Clause 49 of the Listing Agreement has been provided in the Corporate Governance Report, forming Part of Annual Report.
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, 2013.

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, 2015 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. 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 Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 80th Annual General Meeting (AGM) 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 AGM 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 80th Annual General Meeting 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:
- 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.
 - Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
 - Click on "Shareholder-Login".
 - 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.
 - 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.
 - Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".
 - 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 Annual General Meeting :

- User ID and Initial password sent separately.
- Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned in (A) above, to cast your vote.

Other Instructions:

- Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 4th September, 2015, 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.
- The remote e-voting facility starts on Tuesday, 8th September, 2015 at 9.00 a.m. and ends on Thursday, 10th September, 2015 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 4th September, 2015, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Thursday, 10th September, 2015. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 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.
- 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.
- 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.
- The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM 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 AGM 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 AGM.

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 Annual Report 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 PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5

It is informed that M/s SS Kothari Mehta & Company, Chartered Accountants, the existing branch auditors, 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 Meeranji and Rajpura unit for the Financial Year 2015-16 at a remuneration of ₹ 7,50,000/- is now being placed before the Members in general Meeting for their approval by way of Ordinary resolution.

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. 5 of the Notice.

Item No. 6

The Board had on May 27, 2015 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 2015-16 and remuneration of ₹ 1,50,000/- 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 2015-16 by way of an Ordinary Resolution is being sought from the members as set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 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 there solution set out at Item No. 6 of the Notice.

Item No. 7

In accordance with the provisions of Section 149 read with schedule IV of the Act, appointment of Independent Director requires approval of members.

Based on the recommendation of Nomination and Remuneration Committee, The Board of Directors have proposed for appointment of Ms Nandita Chaturvedi as an Independent Director of the Company for a period of Five years.

The Company has received a declaration from Ms Nandita Chaturvedi that that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms Nandita Chaturvedi fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Ms. Nandita Chaturvedi for the office fo Director of the Company.

None of Directors or KMP except Ms. Nandita Chaturvedi and her relatives to the extent of their shareholding are concerned or interested in the proposed resolutions.

Item No. 8

The Board of Directors at their meeting held on May 27, 2015, 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. 9

Shri V. K. Goel was reappointed as Chairman and Executive Director of the Company for a period of three years with effect from 1st February, 2013 to 31st January, 2016 which was approved by the shareholders in its meeting held on 20th September, 2013.

Now it has been proposed to re-appoint Shri V.K Goel as Chairman and Executive Director of the Company for a period of three years w.e.f 01st April, 2015 alongwith increase in remuneration.

The Nomination and Remuneration committee in its meeting held on 27th May, 2015 has considered and recommended for re-appointment of Shri V.K Goel as Chairman at a remuneration as set out in resolution given in item no. 9.

Pursuant to the provisions of Companies Act, 2013 and Schedule V of Companies Act, approval of members of the Company by way of Special Resolution is required for re-appointment of Shri V.K Goel as Chairman as he is above 70 years of age and remuneration proposed.

Shri V.K Goel is in Sugar Industry for the last more than fifty years. Under his able guidance, the Company has achieved different milestones over a period of time. He has held different positions in the sugar industry forums including President of Indian Sugar

Mills Association. The sugar industry is going through tough time due to high disparity in price of sugar and sugarcane. The Company will certainly be benefitted with the rich experience of Shri V.K Goel, who is considered as legend in the Sugar industry. Further keeping in view the time and efforts put by Shri V.K Goel, it is proposed to increase his remuneration as stated in the resolution and re-appoint him for a period of three years.

None of Directors or Key Managerial Personnel except Shri V. K. Goel himself and Shri A. K. Goel and Shri Gautam Goel, Directors of the Company, being relatives of Shri V.K. Goel are interested in this resolution.

ITEM NO. 10

Shri A.K. Goel was re-appointed as Vice-Chairman of the Company for a period of three years with effect from 1st April, 2012 to 31st March, 2015, which was approved by the shareholders in its meeting held on 30th August, 2012.

Now it has been proposed to re-appoint Shri A.K Goel as Vice Chairman of the Company for a period of three years w.e.f 01st April, 2015.

The Nomination and Remuneration committee in its meeting held on 27th May, 2015 has considered and recommended for re-appointment of Shri A.K Goel as Vice Chairman at a remuneration as set out in resolution given in item no. 10

Pursuant to the provisions of Companies Act, 2013 and Schedule V of Companies Act, approval of members of the Company by way of form of Special Resolution is required for re-appointment of Shri A.K Goel as Vice Chairman as he is above 70 years of age and remuneration proposed.

Shri A.K Goel has vast experience of over 45 years in the Sugar and Paper Industry. He has been President of Indian Sugar Mills Association (ISMA) and also the President of U.P. Sugar Mills Association (UPSMA). He is also the Founder President of Indian Agro Paper Mills Association (IAPMA). To take the Company out of the worst period of Sugar Industry, his vision and experience is more required to the Company than ever. Keeping in view the time and efforts put by Shri A.K Goel, it is proposed to increase his remuneration as stated in the resolution and re-appoint him for a period of three years.

None of Directors or Key Managerial Personnel except Shri A. K. Goel and Shri V.K. Goel and Shri Gaurav Goel, Directors of the Company, being relatives of Shri A.K. Goel are interested in this resolution.

ITEM NO. 11

Shri Gaurav Goel was reappointed as Managing Director of the Company for a period of three years with effect from 1st April, 2012 to 31st March, 2015, which was approved by the shareholders in its meeting held on 30th August, 2012.

Now it has been proposed to re-appoint Shri Gaurav Goel as Managing Director of the Company for a period of three years w.e.f 01st April, 2015.

The Nomination and Remuneration committee in its meeting held on 27th May, 2015 has considered and recommended for re-appointment of Shri Gaurav Goel as Managing Director, at a remuneration as set out in resolution given in item no. 11.

Approval of members by way of Special Resolution is sought for increase in proposed remuneration to be paid to Shri Gaurav Goel pursuant to the provisions of Companies Act, 2013 and Schedule V thereto.

Shri Gaurav Goel is having more than a decade, Sugar Industry experience. He is currently the director of Indian Sugar Exim

Corporation Limited and the member of a committee of Indian Sugar Mills Association and 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 is a Business Management Graduate from United Kingdom and has been associated with the company since 1994. He is responsible for the overall management of financial aspects.

None of Directors or Key Managerial Personnel except Shri Gaurav Goel himself and Shri A.K. Goel, Director of the Company, being relative of Shri Gaurav Goel is interested in this resolution.

ITEM NO. 12

Shri Gautam Goel was reappointed as Managing Director of the Company for a period of three years with effect from 1st February, 2013 to 31st January, 2016 which was approved by the shareholders in its meeting held on 20th September, 2013.

Now it has been proposed to re-appoint Shri Gautam Goel as Managing Director of the Company for a period of three years w.e.f 01st April, 2015.

The Nomination and Remuneration committee in its meeting held on 27th May, 2015 has considered and recommended for re-appointment of Shri Gaurav Goel as Managing Director, at a remuneration as set out in resolution given in item no. 12.

Shri Gautam Goel has become Non- Resident Indian during the year. Accordingly his re-appointment is subject to approval of Central Government. Approval of members by way of Special Resolution is sought for re-appointment and increase in proposed remuneration to be paid to Shri Gautam Goel pursuant to the provisions of Companies Act, 2013 and Schedule V thereto.

Mr. Gautam Goel, having more than a decade, Sugar Industry experience. He has been the president of Indian Sugar Mills Association from 2011 to 2012. He has been associated with the company since 1994 and is responsible for the technical and working aspect of operations.

None of Directors or Key Managerial Personnel except Shri Gautam Goel himself and Shri V.K. Goel, Director of the Company, being relative of Shri Gautam Goel is interested in this resolution.

ITEM NO. 13

It is informed that the members of the Company in its Annual General Meeting held on 26th September, 2014 had authorized the Board of Directors to borrow monies up to ₹1500 crores under Section 180(1)(c) of the Companies Act, 2013

It is further informed that in view of the present scenario of the Company and Sugar Industry as a whole, more funds will be required to maintain requisite liquidity by the Company.

It is further informed that in order to maintain the adequate liquidity and efficient working of the Company, enhancement is required in the existing borrowing powers of the Company.

As per the applicable provisions of Companies Act, 2013, Consent of the members of the Company by way of Special resolution under provisions of Section 180(1)(c) the Companies Act, 2013 is sought for increase in the borrowing powers upto ₹2500 Crores, from Banks/Institutions etc.

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

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

80th Annual General Meeting-Friday, September 11, 2015Name 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 80th Annual General Meeting of the Company to be held on Friday, the 11th day of September, 2015 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:

- 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.
- NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
- Electronic copy of the Annual Report for the Financial year 2014-15 & Notice of the AGM 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 AGM can print copy of the Attendance slip.
- Physical copy of the Annual Report for the Financial year 2014-15 & the Notice of the AGM 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 Annual Report to the Meeting.
- 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 AGM before casting your vote through e-voting.

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

80th Annual General Meeting on Friday the 11th September, 2015

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 80th Annual General Meeting of the Company, to be held on Friday the 11th September, 2015 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
Ordinary Business			
1	To receive, consider and adopt the Balance Sheet as at 31 st March, 2015 and the Profit & Loss Account of the company for the period ended on 31 st March, 2015 together with Director's Report and Auditors' Report thereon.		
2	To appoint a director in place of Shri V.K Goel, who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint a director in place of Shri A.K Goel, who retires by rotation and being eligible offers himself for re-appointment.		
4	To re-appoint M/s Mittal Gupta & Company, Chartered Accountants, Kanpur, as Statutory Auditors of the Company for the financial year 2015-16 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting		
Special Business			
5	To appoint M/s S.S. Kothari Mehta & Co., Chartered Accountants, as Branch Auditors of Meerganj Unit and Rajpura unit of the Company for the financial year 2015-16 to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting.		
6	Payment of Remuneration to the Cost Auditor for the Financial Year 2015-16.		
7	Appointment of Ms Nandita Chaturvedi as Independent Director.		
8	Invitation and Acceptance of Fixed Deposits from the Members and Public		
9	Reappointment of Shri V. K. Goel, Chairman and Executive Director of the Company and to fix his remuneration		
10	Reappointment of Shri A. K. Goel, Vice Chairman and Executive Director of the Company and to fix his remuneration		
11	Reappointment of Shri Gaurav Goel as Managing Director of the Company and to fix his remuneration		
12	Reappointment of Shri Gautam Goel as Managing Director of the Company and to fix his remuneration		
13	Borrowing Powers of the Company		

Signed this.....day of.....2015.

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 be entitled 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 30th Annual General Meeting.