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DHAMPURE SPECIALITY SUGARS LIMITED

31st ANNUAL REPORT

2022-2023

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sorabh Gupta

Chairman and Managing Director

Mr. Mohd. Arshad Suhail Siddiqui

Independent Director

Mr. Ajay Goyal

Independent Director

Mrs. Praveen Singh

Non Executive Women Director

Ghanshyam Tiwari

Chief Financial Officer

Aneesh Jain

Company Secretary

BOARD COMMITTEES

Audit Committee

Mr. Mohd. Arshad Suhail Siddiqui (Chairman)

Mrs. Praveen Singh (Member)

Mr. Ajay Goyal (Member)

Nomination and Remuneration Committee

Mr. Mohd. Arshad Suhail Siddiqui (Chairman)

Mrs. Praveen Singh (Member)

Mr. Ajay Goyal (Member)

Investor Grievances Cum Stakeholder Relationship Committee

Mr. Mohd. Arshad Suhail Siddiqui (Chairman)

Mrs. Praveen Singh (Member)

Mr. Ajay Goyal (Member)

REGISTRAR & SHARE TRANSFER AGENT

MAS Service Ltd.

T-34 , 2nd Floor , Okhla industrial Phase-II

New Delhi-110020

Email Id: info@masserv.com

REGISTERED OFFICE & WORK

Village Pallawala , Tehsil -Dhampur

Distt:Bijnor (U.P) -246761

email : cs@dhampurgreen.com

accounts@dhampurgreen.com

TOGETHER WE SOAR



WOMEN EMPOWERMENT

Women's empowerment and achieving gender equality helps society ensure the sustainable development of a country. Many world leaders and scholars have argued that sustainable development is impossible without gender equality and women's empowerment. Sustainable development accepts environmental protection, social and economic development, including women's empowerment. In the context of women and development, empowerment must include more choices for women to make on their own



(Factory Images of Bari Mandi , Dhampur)

Over the years, we have embarked on the journey of social change through empowering many women with financial freedom and self-worth & that has come to them from mastering the valuable skill.



NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Members of Dhampur Speciality Sugars Limited will be held on Saturday, 30th September, 2023 at 01:30 P.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2023, together with the report of Directors and Auditors thereon.
2. To re-appoint Mrs. Praveen Singh (DIN: 07145827) who retire by rotation and being eligible, offer herself for the re-appointment.

SPECIAL BUSINESS

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

To Re-Appoint Mr. Sorabh Gupta (DIN: 00227776) as the Managing Director as per the terms of appointment of the Company.

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sorabh Gupta (DIN: 00227776), as Managing Director of the Company for a period of Three years commencing from 01stOctober, 2023 to 30thSeptember, 2026 on remuneration and other terms and condition details of which given in explanatory statement annexed hereto.

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorized to revise/increase the remuneration of Mr. Sorabh Gupta from time to time to the extent the Board of Directors may deem appropriate, provided that such revision/increase is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT if the Company has no profit or inadequate profits, the remuneration as set out in the explanatory statement annexed hereto shall also be the minimum remuneration payable to Mr. Sorabh Gupta, pursuant to the applicable provisions of Section 197 of the Companies Act, 2013 read with Schedule V and any other enabling provisions of the Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines there under."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Managing Director as it may deem fit and proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

Addition of Object Clause of Memorandum of Association of the Company (new sub-clause 5 after the sub-clause 4 of the Clause III(A) of the main objects of the Company):

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

- A. The existing Main Objects of Clause III (A) shall remain same and new sub-clause 5 be added as follows:

“5. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or Agents or as keepers or dealers in all kinds of FMCG eatable products either durable or non-durable goods including but not limited to dairy products any by-products or co-products thereof, agriculture products, Horticulture and Poultry products, fruits and vegetables product, meat and meat products, cereals, beverages, candies, dry goods, sweets, biscuits, bread and other snacks, poultry products, Proteins and other supplemental products.”

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out if required.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution.”

5. To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

Adoption of Memorandum of Association as per provisions of Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members of the company be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging and replace appropriate and relevant incidental objects of the Memorandum of Association, mentioned under Clause III(B) ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III(B) of the Memorandum of Association of the Company, be renamed as under:

Clause III(B)–MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

RESOLVED FURTHER THAT Existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 30 be and is hereby stands deleted and inserted by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the sub-clause no. 1 to 54

RESOLVED FURTHER THAT the existing clause III(C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

Adoption of Articles of Association as per the provisions of the Companies Act, 2013

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By order of the Board
For Dhampure Speciality Sugars Limited**

SD/-

**Aneesh Jain
Company Secretary**

**Date: 31st August ,2023
Place: New Delhi**

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), MCA Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the special business of the notice is annexed hereto.
3. A statement giving relevant details of the directors seeking appointment/ reappointment of the Directors, is annexed herewith as Annexure-I.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mrs. Uma Verma, Practicing Company Secretary (FCS No. 41116, CP No. 18283) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to cs.umaverma@gmail.com with a copy marked to evoting@nsdl.co.in
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 30 minutes prior to the scheduled time to start