DHAMPUR
Legacy for tomorrow

24.09.2026

To,
The Manager - Listing
National Stock Exchange of India Ltd.
Exchange Plaza,Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Tel No. 022-2659 8237 /38
Symbol: DHAMPURSUG

The General Manager – DSC
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai: 400001
Tel No.022-22722039/37/3121
Security Code: 500119

Dear Sir/Madam,

Sub: Minutes of 91st Annual General Meeting

Please find attached the minutes of 91st Annual General Meeting of members of the Company held on Wednesday, 26th August, 2026 at 03:00 P.M. (IST) through two-way Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

You are requested to kindly take the information on record.

Thanking you,

Yours Faithfully
For Dhampur Sugar Mills Limited

APARNA GOEL
Digitally signed by APARNA GOEL
Date: 2026.09.24 16:52:18 +05'30'

Aparna Goel
Company Secretary
M. No: 22787

MINUTES OF THE 91ST ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON WEDNESDAY, 26TH DAY OF AUGUST 2026 THROUGH TWO-WAY VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) AT 03:00 P.M. (IST)

The 91st Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Wednesday, 26th August, 2026 at 03:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars") and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October, 2024 ("SEBI Circular") and other applicable circulars and notifications issued from time to time.

The venue of the AGM was deemed to be the registered office of the Company at Dhampur, District Bijnor in the State of Uttar Pradesh.

Present

Members: As per Attendance Register.

The panelists of the meeting were:

Directors:

Mr. Ashok Kumar Goel, Chairman and Whole Time Director of the Company and Chairman of CSR Committee;

Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company and Chairman of Risk Management Committee and member of Audit Committee, Stakeholders Relationship Committee & CSR Committee;

Mr. Anuj Khanna, Non-Executive Independent Director of the Company and Chairman of Audit Committee, Stakeholders Relationship Committee and member of Risk Management Committee;

Mr. Yashwardhan Poddar, Non-Executive Independent Director of the Company and member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & CSR Committee;

Mr. Satpal Kumar Arora, Non-Executive Independent Director of the Company and Member of Audit Committee and Nomination and Remuneration Committee;

Mrs. Pallavi Khandelwal, Non-Executive Independent Director of the Company and Member of Nomination and Remuneration Committee;

Mr. Subhash Pandey, Whole Time Director of the Company and Member of Risk Management Committee;

In Attendance:

- Mr. Susheel Kumar Mehrotra, Chief Financial Officer;
- Mr. Akshat Kapoor, Chief Operating Officer;
- Mr. Vineet Kumar Gupta, President – Finance;
- Mr. Ishaan Goel, General Manager;

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- Ms. Aparna Goel, Company Secretary;
- Mr. Akshay Gupta, representing Mittal Gupta & Co., Joint Statutory Auditors;
- Mr. Ajay Kumar Rastogi, representing Mittal Gupta & Co., Joint Statutory Auditors;
- Mr. Hitesh Garg, representing TR Chadha & Co. LLP, Joint Statutory Auditors;
- Mr. Rajat Bansal, representing TR Chadha & Co. LLP, Joint Statutory Auditors;
- Mr. Saket Sharma, Partner, GSK & Associates, Secretarial Auditors and Scrutinizer.

Welcome note from the Company Secretary:

The Company Secretary welcomed the Shareholders, Directors and others present and introduced the panelists.

She explained that:

In compliance with the provisions of the Companies Act, 2013, Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was made available by the Company to its shareholders through NSDL from Saturday, 22nd August, 2026 (9:00 A.M. IST) to Tuesday, 25th August, 2026, (5:00 P.M. IST).

She further explained that:

The members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system during the meeting and e-voting facility was made available 30 minutes after the conclusion of the meeting.

All the documents referred to in the Notice calling AGM and Explanatory Statements annexed thereto, had been made available electronically for inspection during the Annual General Meeting.

The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act have been made available electronically for inspection during the AGM.

Chairman's Address

After ascertaining the requisite quorum, Mr. Ashok Kumar Goel, Chairman, called the meeting to order and extended a warm welcome to the members present.

He briefed the Members on the Company's key developments and performance during FY 2025-26, highlighting major events such as the increase in the State Advised Price of sugarcane and changes in the levy molasses obligation. He also apprised the Members of the Company's improved operational and financial performance, driven by enhanced sugarcane quality and yield, better sugar recovery and realisation, higher sugar sales volume and lower cost of maize-based ethanol production. He further highlighted the initiatives undertaken to enhance stakeholders' value, which includes proposed foray into the NBFC sector, the Company's

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focus on identifying new growth opportunities, including value-added chemicals derived from bio-streams. He also mentioned that inline with its commitment, the Company rewarded its shareholders by way of interim dividend and buy-back of equity shares.

Thereafter the Notice of AGM dated 28th May, 2026, Reports of Board of Directors, Auditors and the Financial Statements for the Financial Year 2025–26 were taken as read. There were no qualifications in the Auditors Report on Standalone and Consolidated Financial Statements and Secretarial Audit Report of the Company for the Financial Year ended 31st March, 2026.

The Company Secretary thereafter invited the members to give their views and raise their queries and stated that the Management of the Company shall respond to the queries. Eleven (11) members shared their views and raised queries on various aspects, which were duly noted and responded by Mr. Gaurav Goel, Vice Chairman and Managing Director.

Thereafter, the items as set out in the notice convening the meeting were taken up as under:

1. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Report of Auditors thereon.

   The resolution was proposed to be passed as Ordinary Resolution.

2. Confirm the payment of interim dividend at 20% i.e. ₹2.00 per Equity Share of ₹10 each as final dividend for the year ended 31st March, 2026.

   The resolution was proposed to be passed as Ordinary Resolution.

3. Appointment of director in place of Mr. Subhash Pandey (DIN: 10330701) who retires by rotation and being eligible, offers himself for re-appointment.
   The resolution was proposed to be passed as Ordinary Resolution.

4. Payment of Remuneration to the Cost Auditors for the Financial Year 2026-27.

   The resolution was proposed to be passed as Ordinary Resolution.

5. Payment of commission to the Non-Executive Independent Directors of the Company, with the aggregate commission not exceeding 1% of the net profits of the Company for the Financial Year 2025-26.

   The resolution was proposed to be passed as a Special Resolution.

6. Payment of minimum remuneration to Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company.

   The resolution was proposed to be passed as a Special Resolution.

7. Payment of minimum remuneration to Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company.

   The resolution was proposed to be passed as a Special Resolution.

8. Re-Appointment of Mr. Anuj Khanna as Non- Executive Independent Director of the Company.

   The resolution was proposed to be passed as a Special Resolution.

9. Re-appointment of Mr. Subhash Pandey as Whole Time Director of the Company.

   The resolution was proposed to be passed as a Special Resolution.

It was further informed that the members who have not cast their vote through remote e-voting were requested to vote on the proposed resolutions (i.e., Resolution No. 1 to 9 of the Notice of AGM) through e-voting at the AGM. It was also informed that the e- voting module in the AGM for casting vote was already active and will remain active for thirty minutes after the closure of the meeting.

The Company Secretary informed the members that the results of remote e-voting shall be downloaded by the Scrutinizer, and he would prepare his report on the same. Thereafter scrutinizer will club the remote e-voting results with results of e-voting at the AGM. The Scrutinizer will submit his report to the Chairman, and he will countersign the same. The combined results would be announced/displayed through the website of the Company i.e. (www.dhampursugar.com) and through website of NSDL i.e. (www.evoting.nsdl.com) within 2 working days from the conclusion of the meeting and will be intimated to Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company. The combined results would be treated as part of proceedings. The Company Secretary also thanked all the members for their presence and involvement.

The meeting concluded with vote of thanks to the Chair.

The Meeting concluded at 04:47 P.M.

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Outcome of consolidated e-voting on resolutions as per Report of Scrutinizer:

The scrutinizer submitted his report containing consolidated summary of results of remote e-voting and e-voting at the Annual General Meeting. As per the results, the following resolutions were passed with requisite majority.

1. **Adoption of Annual Accounts (Standalone and Consolidated) for the Financial Year ended 31st March 2026:**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Board of Directors, Corporate Governance and Auditors thereon be and are hereby adopted.

"**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Report of Auditors thereon be and are hereby adopted.

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33755868	73	--	--
E- Voting at AGM	41	0	--	--
Total	**33755909**	**73**	**--**	**99.99**

2. **To confirm the payment of interim dividend at 20% i.e. Rs 2.00 per Equity Share of Rs. 10 each as final dividend for the year ended 31st March 2026:**

"**RESOLVED THAT** the interim dividend of ₹2.00 (Rupees Two only) per Equity Share of ₹10/- (Rupees Ten only) each, equivalent to 20% of the face value of the Equity Shares, declared and paid by the Company during the financial year ended 31st March 2026, be and is hereby confirmed as the final dividend for the financial year ended 31st March 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions and do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution."

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This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33795001	70	--	--
E- Voting at AGM	41	0	--	--
Total	**33795042**	**70**	**--**	**99.99**

3. **<u>Appointment of director in place of Mr. Subhash Pandey (DIN:10330701), who retires by rotation and being eligible offers himself for re-appointment:</u>**
"**RESOLVED THAT** Mr. Subhash Pandey (DIN: 10330701), retiring by rotation and being eligible, be and is hereby re appointed as director of the Company."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33788443	6628	--	--
E- Voting at AGM	41	0	--	--
Total	**33788484**	**6628**	**--**	**99.98**

4. **<u>Payment of Remuneration to the Cost Auditor for the Financial Year 2026-27:</u>**
"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and re-imbursement of expenses incurred/ to be incurred on actual basis payable to Mr. S.R. Kapur, Cost Accountant, Meerut, Uttar Pradesh, who was re-appointed as Cost Auditor of the Company for the Financial Year 2026-27 by the Board of Directors on the recommendation of the Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as

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they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33792731	2340	--	--
E- Voting at AGM	41	0	--	--
Total	**33792772**	**2340**	**--**	**99.99**

5. **Payment of Commission to Non-Executive Independent Directors of the Company:**

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the consent of the members be and is hereby accorded to pay Commission to all the Non-Executive Independent Directors (except Managing Directors and Executive Directors) of the amount as may be decided by the Board, however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2025-26 , computed in the manner referred to in Section 198 (1) of the said Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33788432	6639	--	--
E- Voting at AGM	41	0	--	--
Total	**33788473**	**6639**	**--**	**99.98**

6. **Payment of minimum remuneration to Mr. Ashok Kumar Goel, Chairman and Executive Director of the Company:**

"**RESOLVED THAT** in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General Meeting of the Company held on 12th September, 2024 and pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification or re-enactment thereof) and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of any Government/other regulatory approvals as may be required from time to time, the consent of the shareholders of the Company be and is hereby accorded that, in case the Company has no profits or inadequate profits anytime during the Financial Year 2027-28, Mr. Ashok Kumar Goel (DIN: 00076553) Chairman and Executive Director of the Company be paid the remuneration including salary, perquisites, allowances etc. as approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 12th September, 2024 as Minimum Remuneration even if it exceeds 5% of the Net Profits of the Company or the other limits as stipulated under the various provisions of the Companies Act, 2013 and Rules made thereunder related thereto during any financial year/period in between.

RESOLVED FURTHER THAT the total remuneration payable to the Managing Director and Executive Directors of the Company shall not be restricted to and may exceeds 10% of 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 all the other terms and conditions of his appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolutions."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	25758069	990387	--	--
E- Voting at AGM	41	0	--	--
Total	**25758110**	**990387**	--	**96.30**

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7. **Payment of minimum remuneration to Mr. Gaurav Goel, Vice Chairman and Managing Director of the Company:**

"**RESOLVED THAT** in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General Meeting of the Company held on 12th September, 2024, pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification or re-enactment thereof) and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of any Government/other regulatory approvals as may be required from time to time, the consent of the shareholders of the Company be and is hereby accorded that, in case the Company has no profits or inadequate profits anytime during Financial Year 2027-28, Mr. Gaurav Goel (DIN: 00076111) Vice Chairman and Managing Director of the Company be paid the remuneration including salary, perquisites, allowances etc. as approved by the Shareholders of the Company in the Annual General Meeting of the Company held on 12th September 2024 as Minimum Remuneration even if it exceeds 5% of the Net Profits of the Company or the other limits as stipulated under the various provisions of the Companies Act, 2013 and Rules made thereunder related thereto during any financial year / period in between.

RESOLVED FURTHER THAT the total remuneration payable to the Managing Director and Executive Directors of the Company shall not be restricted to and may exceeds 10% of 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 all the other terms and conditions of his appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolutions."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	24669598	990387	--	--
E- Voting at AGM	41	0	--	--
Total	**24669639**	**990387**	**--**	**96.14**

8. **Re-Appointment of Mr. Anuj Khanna as Non- Executive Independent Director of the Company:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16,17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations") the consent of the shareholders of the Company be and is hereby accorded, to re-appoint Mr. Anuj Khanna (DIN: 00025087), who has submitted the necessary declarations including the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations as Non-Executive Independent Director for another term of five (5) consecutive years w.e.f. 7th June, 2026 till 6th June, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33788297	6374	--	--
E- Voting at AGM	41	0	--	--
Total	**33788338**	**6374**	**--**	**99.98**

9. **Re-appointment of Mr. Subhash Pandey as Whole Time Director:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or reenactment thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to any approval, permissions and sanctions as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Subhash Pandey (DIN: 10330701) as Whole-Time Director of the Company for a further period of three (3) years commencing

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from 25th September, 2026 and ending on 24th September, 2029, on following terms and conditions:
Remuneration of Rs. 80,00,000/- (Rupees Eighty Lakhs only) per annum.

Perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases). Use of Company's car with driver. Gratuity in accordance with the scheme(s) and Rule(s) applicable to the members of the staff of the Company from time to time, in respect of any of such benefits.

RESOLVED FURTHER THAT the aforesaid 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 above remuneration, including salary, allowances, perquisites and other benefits, shall be treated as minimum remuneration and shall be payable to Mr. Subhash Pandey notwithstanding the absence or inadequacy of profits in any financial year during the tenure of his appointment, subject to the provisions of Sections 197 and 198 of the Act read with Schedule V thereto and within the limits prescribed therein.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

This resolution was passed by shareholders as under:

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	33788122	6549	--	--
E- Voting at AGM	41	0	--	--
Total	**33788163**	**6549**	**--**	**99.98**

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