

DHAM *pure* SPECIALITY SUGARS LTD.

CIN : L24112UP1992PTC01474

January, 2018

Ref. No.: DSSI/BSH/2018

Date: 03rd Feb.

To

BSH Limited
Floor 25 P.J. Towers
Dalal Street
Mumbai 400 013

SECURITY CODE: 531923

Dear Sir/Madam,

Subject: Notice of Extraordinary General Meeting to be held on Wednesday, 28th February

Pursuant to Regulation 30 read with Rule 12 of Para A schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 we are enclosing herewith notice of Extraordinary General Meeting of the company to be held on Wednesday, 28th February, 2018 at 11:00 AM at PALAWALA TRUST, DHAMPUR BIJNOR UTTAR PRADESH -246 detailed in the said notice.

You are requested to kindly take the same on record and obligate.

Thanking you,

Yours faithfully,

For Dham Pure Speciality Sugars Limited



Company Secretary

Encl.: As above



DHAMPURE SPECIALITY SUGARS LIMITED

Regd. Office: Village Pallawala, Tehsil Dhampur, District Bijnor (U.P.)- 246761

Tel: +91-11-23711223, 23711224 Fax: +91-11-23352591

E-mail info@sugarindia.com Website: www.sugarindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF DHAMPURE SPECIALITY SUGARS LIMITED WILL BE HELD ON

WEDNESDAY, 29th FEBRUARY, 2018, AT VILLAGE PALLAWALA, TEHSIL DHAMPUR, BIJNOR, UTTAR PRADESH-246761 AT 02:00 P.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

ITEM NO. 1

ISSUANCE OF WARRANT CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP

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

"RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and Rules there under and in accordance with the Memorandum and Articles of Association of the Company, listing agreements entered into by the company with the stock exchange where the company shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), as may be applicable on preferential issue of warrant convertible into equity shares and other applicable regulations/ guideline of SEBI, if any, and subject to such terms and conditions alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as "Board", which expression shall include any committee thereof for the time being to which to

its sole discretion
ant ("warrants")
individual forming
s), with a right to
of Rs. 10 (Rupees

hereby authorized to create, offer, issue and allot in one or more tranches as
upto 11,86,000 (Eleven Lakh and Eighty Six Thousand Only) convertible warrant
on a preferential basis to Mr. Sorabh Gupta ("Warrant Holders") being a part
part of the promoter group of the company (as defined in the ICDR regulation
warrant holder to apply for and get allotted 1 (one) equity share of face value of

Ten) each (“ **the equity shares**”) **for each warrant**, within a period of 18 (eighteen) months from the date of allotment of warrants, at a price (including the warrant subscription price and the warrant exercise price) of 17 Rs. Each (Rupees seventeen), or price not less than price to be

exercise of period of exercise:	<p>g) The warrant allotted on preferential basis and the shares allotted pursuant to options attached to warrant issued on preferential basis shall be locked-in for a period of one year from the date of allotment of shares or as per the instructions from the allottee and applicable SEBI guideline under 78(6) of ICDR Regulation, 2009 as below.</p>
date of	<p>Lock-in specified securities.</p>
years from	<p>Securities allotted to promoters to be locked-in for a period of 3 years from the date of allotment.</p>
years from	<p>i. Only upto 20% of the total capital of the issuer can be locked-in for 3 years from the date of allotment.</p>
of 1 year	<p>ii. Equity Shares allotted in excess of the 20 % shall be locked-in for 1 year from the date of allotment.</p>
locked-in allotment as	<p>Securities allotted to person other than promoter shall be locked-in for a period of 1 year from the date of allotment.</p>
days from allotment is minority or not of 15	<p>Lock-in of preferential shareholding The entire preferential allotment shareholding of the allottees, if any shall be locked-in for a period of Six Month from the date of preferential allotment or from the date of passing of Regulation 78 (6) SEBI (ICDR) Regulations, 2009.</p>
	<p>h) The allotment of convertible warrant shall be completed within a period of 15 days from the date of passing of this Resolution by the shareholders provided, that the allotment is pending on account of pendency of any approval from any regulatory authority or Central Govt., the allotment shall be completed by the company within a period of 15 days from the date of such approval.</p>

- i) The details of all money utilised out of the preferential issue proceeds shall be disclosed under an appropriate head in balance sheet and /or Director Report of the company, indicating the purpose for which such monies have been utilised and that the details of the utilised monies shall also be disclosed under a separate head in the balance sheet of the company indicating the form in which such unutilised monies have been invested.

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is Monday, 29th January 2018 which is 30 (Thirty) days prior to the date of the shareholders' meeting to be held on Wednesday, 28th February 2018.”

“RESOLVED FURTHER THAT the equity share so issued on conversion of warrant shall upon allotment have the same right of voting as the existing equity shares and be treated for all other purpose *pari passu* with the existing equity shares of the company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent year.

“RESOLVED FURTHER THAT the company shall ensure that the whilst any warrant remaining exercisable, it will at all times, keep available and reserved such part of its authorised but unissued share capital as would enable all outstanding warrant to be satisfied in full.

“RESOLVED FURTHER THAT the company do apply for listing of the new equity shares as may be issued on conversion of warrant with the BSE LTD.”

“RESOLVED FURTHER THAT the company do make an application to the national securities Depository Limited(NSDL) and the Central Depository Services Limited(CDSL) For

NOTES:

1. The Explanatory Statement setting out the material facts relating to Special Businesses mentioned as item no. 1 at the meeting pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. ***A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.***
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company's Registered Office not less than **48 hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more

registered their email ID are requested to register their E-mail ID addresses with M/s Mas Services Ltd, the Company's Registrars and Share Transfer Agents.

8. Members are requested to : -

- bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Extra Ordinary General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day proceeding the day of Extraordinary General Meeting.

The enclosed copy of Notice of the Meeting and the Attendance Slip will be distributed to all

***** THIS DOCUMENT CONTAINS PROPRIETARY INFORMATION OF MAS SERVICES LTD. *****

end on
Tuesday, 27/02,2018 at 3:00 PM

,02,2018 (from 09:00 A.M IST) and will c

off date 21.02.2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(c) Shareholders who have already voted prior to the meeting date would not be entitled to

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of the date of the meeting. The e-voting module shall be disabled by NSDL for voting thereafter.

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant <**Dhampure Speciality Sugars Limited**> on which you choose to vote.
- (m) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@nsdlindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@nsdlindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. Details of the Issue

I. The allotment of the warrant convertible into equity shares is subject to the Proposed Allottees not having sold any equity shares of the Company during the 6 (Six) months preceding the

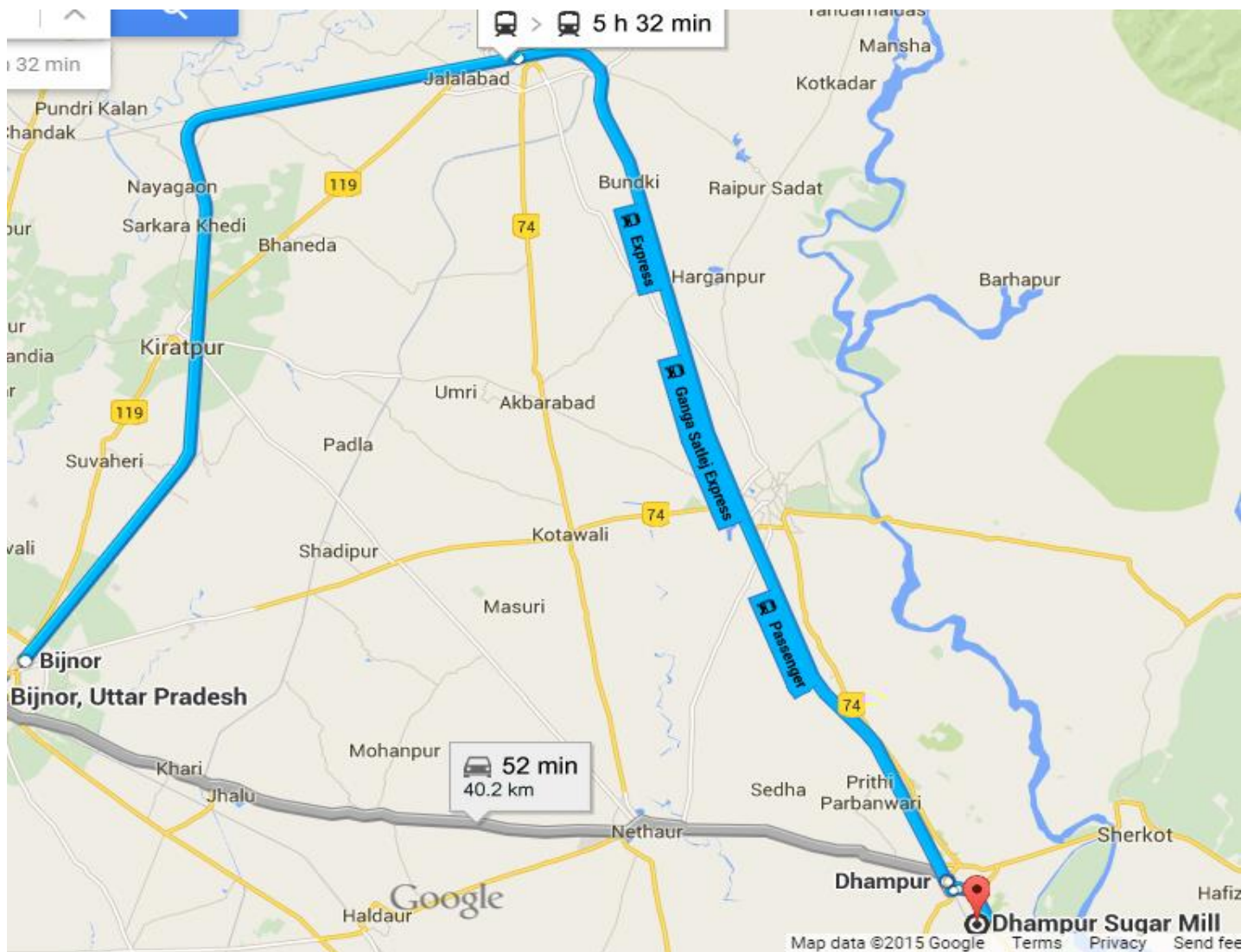
ent is	passing of these resolution by the shareholders provided, that where the allotment is pending on accounts of pendency of any approval from any regulatory authority or Govt. The allotment shall be completed by the company within a period of 15 days from the date of such approval. If the allotment of instrument and dispatch of warrant certificate is not completed within a period of 15 days from the date of these resolutions, a fresh consent of the shareholder shall be obtained.
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on the	
rate is	
nsent	
also to	As per SEBI (ICDR) Regulation, 2009, the warrant holders have the option to exercise the right to convert warrant into equity shares within a period of 18 month from the date of allotment of the warrants.
ment	
would	6. Shareholder pattern before and after The shareholder pattern of the company, before and after the preferential allotment, would be as follow:-

Sr. No.	Name of Applicant alongwith PAN and Address	Warrant (Nos)	Pre-Shareholding	Post-Shareholding	% Post - shareholding	Category
1.	Mr. Sorabh Gupta, PAN- AGXPG7028F, Address- S - 368 , Panchsheel Park Malviya Nagar, South Delhi - 110017	11,86,000	27,41,813	39,27,813	47.05	Promoter
	Total	11,86,000	27,41,813	39,27,813	47.05	

* The above post issue shareholding pattern of the Company is based on the assumption of the full subscription of the warrant and the subsequent allotment of equity shares on

months from the date of preferential allotment as per Regulation 78(6) SEBI(ICDR) Regulation 2009 and

11. Auditor Certificate: Auditors certificate confirming that the proposed issue of warrant convertible into equity share are in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulation 2009 will be available for inspection up to the date of the Extra Ordinary General meeting at Register Office of the company on any



PROXY FORM – MGT 11

DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteh Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L24112UP1992PLC014478

Name of the Company: DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteh Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

Website: www.sugarindia.com

Name of the Member (s) :

Registered address :

E mail id :

Folio No. / Client Id:

DP ID:

I / We, being the member(s) of _____ Equity Shares of DHAMPURE SPECIALITY SUGARS LIMITED, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her
3. Name : _____
Address : _____
E-mail Id : _____
Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday the 28th day of February 2018 at 2.00 p.m at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the EGM Notice convening the meeting, as are indicated below:

Resolution No	Description
1	Issuance of warrant convertible into Equity Shares On Preferential Basis To

This day of 2018

Signature of Proxy Holder(s)..... Signature of Shareholder.....

Revenue
Stamp

Signed by

Signature

Notes:

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.
Proxy need not be a Member of the Company

(1) The
of the
(2) A pr

DHAMPURE SPECIALITY SUGARS LIMITED

Registered Office: Villageteh Pallawala Tehsil Dhampur Bijnor Uttar Pradesh -246761 (INDIA)

CIN: L24112UP1992PLC014478

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

DP Id****		Folio No.	
Client Id****		No of Shares	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company being held on Wednesday the 28th day of February 2018 at 2.00 p.m. at Plot Villageteh Pallawala Tehsil Dhampur Bijnor Uttar Pradesh - 246761

1. Name(s) of the Member : 1. Mr./Ms.
and Joint Holder(s) 2. Mr./Ms.
(in block letters) 3. Mr./Ms.
2. Address:
.....
3. Father's/Husband's
Name (of the Member) : Mr
4. Name of Proxy: Mr./Ms.

1.

2.

3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

1. Please read the Attendance Slip carefully and fill it with a Ballpoint or Fountain Pen.

2. *** Applicable for Investors holding Shares in electronic form.



DHAMPURE SPECIALITY SUGARS LIMITED

Regd. Office: Village Pallawala, Tehsil Dhampur, District Bijnor (U.P.)- 246761

Tel: +91-11-23711223,23711224 Fax:+91-11-23352591

E-mail info@sugarindia.com Website: www.sugarindia.com