

04.05.2022

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,

Sub: Outcome of Board Meeting

Ref: Scheme of Arrangement between Dhampur Sugar Mills Limited ("Company") and Dhampur Bio Organics Limited ("Resulting Company") and their respective shareholders and creditors. ("Scheme")

This in continuation of our earlier communication dated 28th April, 2022 intimating the sanction of the Scheme in terms of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT"), *vide* its order dated April 27, 2022.

In furtherance to the same and in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform you that the board of directors ("Board") of the Company at its meeting held today, i.e. May 4, 2022, *inter alia*, has undertaken the following actions:

1. TAKING ON RECORD THE NCLT ORDER AND EFFECTIVENESS OF THE SCHEME

The Board duly took on record the order dated April 27, 2022, passed by the NCLT sanctioning the Scheme. The Board noted effectiveness of the Scheme being 03rd May, 2022 i.e Date of filing of Certified Copy of Order with the Registrar of Companies, U.P.

2. FIXING OF RECORD DATE

In terms of the provisions of Regulation 42 of the Listing Regulations and the provisions of the Scheme, 17th May, 2022 has been fixed as the "Record Date" by the Board (in consultation with the Resulting Company), for determining the names of the equity shareholders of the Company who shall be entitled to receive the equity shares of the Resulting Company as consideration pursuant to the Scheme, in the ratio of 1 (one) equity share of the Resulting Company for every 1 (one) equity share held in the Company.



3. AUTHORISATION FOR ACTIONS CONSEQUENT TO THE EFFECTIVENESS OF THE SCHEME:

The Board authorised the relevant Company personnel to undertake and do all such act(s), deed(s) and thing(s) to give effect to the provisions of the Scheme and to take steps to implement the scheme, including in connection with: (a) change in authorised share capital of the Company; (b) reduction of share capital of the Company; and(c) modification of charges; and (d) intimating relevant authorities and parties.

4. NOTING SHARE TRANSFERS TO BE UNDERTAKEN PURSUANT TO THE SCHEME :

The Board noted that, pursuant to paragraphs 19-21 of the Scheme and as per the choice of Option 1 to undertake the share transfers between the promoter groups pursuant to the Scheme (which was communicated to the shareholders of the Company in the explanatory statement annexed to the notice for the shareholders meeting to approve the Scheme), the transfers of shares of the Company and Dhampur Bio Organics Limited between the promoter groups shall be undertaken within a period of 1 (one) year from the date of listing of the equity shares of the Dhampur Bio Organics Limited on any of the stock exchanges, in one or more tranches and by way of such modalities and on such terms and conditions, and on the stock exchange or otherwise, as may be agreed between the promoter groups mutually, as per the terms of the Scheme.

5. RECONSTITUTION OF BOARD WITH IMMEDIATE EFFECT

- A. Resignation of Mr. Vijay Kumar Goel , Chairman and Promoter Director
- B. Resignation of Mr. Gautam Goel, Managing Director
- C. Resignation of Mr. Sandeep Kumar Sharma, Whole Time Director
- D. Appointment of Mr. Akshat Kapoor as Whole Time Director : Brief Profile of Mr. Akshat Kapoor is enclosed.

E. Resignation of Mr. Ashwani Kumar Gupta, Independent Director.

Details of Mr. Ashwani Kumar Gupta (DIN: 00108678) resigning as Independent Director of the Company required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given as under :

Name (DIN)	Mr. Ashwani Kumar Gupta (DIN: 00108678)
Reason for Change	As per resignation letter attached
Date of Resignation	04.05.2022
Other Directorship and category	PNB Housing Finance Limited – Non Executive - Independent Director
Membership of Committee	PNB Housing Finance Limited – Chairman of Stakeholders Relationship Committee and Member of Credit Committee of the Board



6. RECONSTITUTION OF COMMITTEE(S) OF DIRECTORS

Due to the reconstitution of the Board as aforesaid, the Board reconstituted various statutory Committee(s) of Directors with the following members w.e.f May 04, 2022 as under:

A. Audit Committee of Directors

- i. Mr. Mahesh Prasad Mehrotra, Chairman and Independent Director
- ii. Mr. Gaurav Goel, Member and Promoter Director
- iii. Mr. Anuj Khanna, Member and Independent Director
- iv. Mr. Yashwardhan Poddar, Member and Independent Director.

B. Nomination and Remuneration Committee of Directors

- i. Mr. Mahesh Prasad Mehrotra, Chairman and Independent Director
- ii. Mr. Yashwardhan Poddar, Member and Independent Director
- iii. Mr. Satpal Kumar Arora, Member and Independent Director

C. Stakeholders Relation Committee

- i. Mr. Anuj Khanna, Chairman and Independent Director
- ii. Mr. Gaurav Goel, Member and Promoter Director
- iii. Mr. Yashwardhan Poddar, Member and Independent Director.

D. Risk Management Committee

- i. Shri. Gaurav Goel, Chairman and Promoter Director
- ii. Mr. Anuj Khanna, Member and Independent Director
- iii. Mr. Akshat Kapoor, Independent Director

E. Corporate Social Responsibility (CSR) Committee

- i. Mr. Ashok Kumar Goel, Chairman and Promoter Director
- ii. Mr. Mahesh Prasad Mehrotra, Member and Independent Director
- iii. Mr. Gaurav Goel, Member and Promoter Director

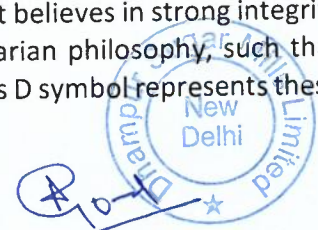
7. Resignation of Mr. Nalin Kumar Gupta as Joint Chief Financial Officer of the Company pursuant to his transfer in the Resulting Company.

8. ADOPTION OF NEW LOGO AND WEBSITE

The Company has adopted and will start using new logo as given and will use a new website with URL www.dhampursugar.com.



With the changing dynamics of the organisation towards growth, it becomes imperative for the Company to represent its ideology and future path through a new corporate identity. The new logo of the Company represents 3 (three) important pillars of the organisation- growth, integrity and humanity. The Company aims for growth for itself and each stakeholder it deals with. It believes in strong integrity from a grass root level in its functioning. It strongly practices a humanitarian philosophy, such that growth shall not be considered while ignoring the people first approach. This D symbol represents these



3 (three) pillars, where the 3 (three) lines in the centre shows the growth graph and the encircling D is like an arm of a parent encircling it's family with care and protection.

The meeting commenced at 3.00 P.M and concluded at 6.00 P.M

You are requested to take the information on record.

Thanking you,
Yours Faithfully,

For Dhampur Sugar Mills Limited



Aparna Goel
Company Secretary
M. No.- 22787



Annexure 'A' - Resignation Letter of Mr. Ashwani Kumar Gupta, Independent Director

04.05.2022

To
The Board of Directors,
Dhampur Sugar Mills Limited
241, Okhla Industrial Estate, Phase- III
New Delhi- 110020 New Delhi

Sub: Resignation from the Directorship of the Company

Dear Sir/Madam,

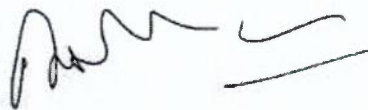
I Ashwani Kumar Gupta (DIN 00108678) son of Late Mahabir Prasad Gupta, resident of First Floor, 8 Munirka Marg, Vasant Vihar-1, South West Delhi, Delhi-110057, hereby tender my resignation from the Directorship of the Company with immediate effect due to some other preoccupation. I further confirm that there is no other material reason for resignation other than that provided here. Kindly accept this letter as my resignation from the post of Director of the Company including membership and/or chairmanship from any Committee of the Board of Directors and relieve me from my duties.

It has been a pleasure being part of the esteemed organization and I am very thankful to the other Board members for support and coordinated team leading. I wish the best to the organization for going forward.

Kindly acknowledge the receipt of this resignation letter and arrange to submit the necessary forms with the office of the Registrar of Companies and concerned authorities, to that effect.

Thanking You,

Yours sincerely,



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(Ashwani Kumar Gupta)
DIN: 00108678
First Floor, 8 Munirka Marg, Vasant Vihar-1,
South West Delhi, Delhi- 110057

Annexure 'B'

Brief Profile of Mr. Akshat Kapoor (DIN : 03284659) as Whole Time Director

Mr. Akshat Kapoor has been working with Dhampur Sugar Mills Limited for more than sixteen years. Mr. Akshat is a Chartered Accountant and has diverse functional experience ranging from finance planning & treasury, procurement, capex, sales and operations. He has also been involved in SAP implementation and other projects revolving around business excellence.

Throughout his 16 year career in strategic and financial planning, Mr. Akshat has been instrumental in building successful teams and aligning financial and business benchmarks to support business strategy and growth.

As Assistant Vice President, Mr. Akshat is responsible for the overall sales and operations strategy and its execution at Dhampur Sugar Mills Limited . He drives internal functions and verticals to pursue the company's growth strategy and meet its business goals. He also oversees the processes which include creating and monitoring reliable control systems, and reporting risk areas to the management.

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