

February 8, 2024

To,
The Manager (Corporate Relations),
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Dear Sir,

Subject: Buyback of fully paid-up equity shares of face value of ₹10 (Rupees Ten only) each (the “Equity Shares”) of Dhampur Sugar Mills Limited (the “Company”) under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”) (the offer defined as the “Buyback”).

With regards to the captioned subject matter, Letter of Offer dated January 18, 2024 was filed with the Securities and Exchange Board of India and Stock Exchanges on January 18, 2024.



The Buyback opened on January 23, 2024 and closed on January 30, 2024. A per Regulation 24(vi) of Buyback Regulations, the Post Buyback Public Announcement (“**Advertisement**”) has been published today i.e., on February 8, 2024 which is within 2 working days from the completion of payment consideration to the Eligible Shareholders / Beneficial Owners.

We are enclosing a copy of the Advertisement as Annexure 1 which has been published in the following newspapers –

Newspaper	Language	Edition
Business Standard	English and Hindi National Daily (Publication in the Regional Language Daily at the place of the registered office of the Company is situated, is covered through the Hindi National Daily)	All editions

All capitalized terms not defined herein shall have the same meanings ascribed to them in the Letter of Offer.

For and on behalf of Centrum Capital Limited



Authorized Signatory

Name: Pranjali Srivastava

Designation: Partner – Investment Banking



Authorized Signatory

Name: Pooja Sanghvi

Designation: AVP – Investment Banking

DHAMPUR SUGAR MILLS LIMITED

CIN: L15249UP1933PLC000511

Registered Office: Dhampur, Dist. Bijnor, Uttar Pradesh -246761

Corporate Office: 6th Floor, Max House, Okhla Industrial Estate, Phase III, New Delhi - 110020

 Tel No.: 011-41259400; Email: investordesk@dhampursugar.com Website: www.dhampursugar.com;

Contact Person: Ms. Aparna Goel, Company Secretary & Compliance Officer

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF DHAMPUR SUGAR MILLS LIMITED

This post buyback public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 24(vi) and other applicable provisions, if any of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, including any statutory modifications or re-enactments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated January 4, 2024, published on January 5, 2024 (the "Public Announcement") and the letter of offer dated January 18, 2024 (the "Letter of Offer") issued in connection with the Buyback. The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1. Dhampur Sugar Mills Limited (the "Company") had announced the Buyback of up to 10,00,000 (Ten Lakhs) fully paid-up equity shares of face value ₹10 each ("Equity Shares") representing 1.5063% of the total number of equity shares in the paid-up equity share capital of the Company as on March 31, 2023, from the existing shareholders/beneficial owners of Equity Shares as on Record Date i.e., Wednesday, January 17, 2024 on a proportionate basis, through the Tender Offer Route, at a price of ₹300 (Rupees Three Hundred only) per equity share payable in cash for an aggregate consideration not exceeding ₹ 30,00,00,000 (Rupees Thirty Crore only) ("Buyback Offer Size") excluding expenses incurred or to be incurred for the Buyback viz. brokerage cost, fees, turnover charges, applicable taxes such as, Buyback tax, securities transaction tax, goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees payable to the Securities and Exchange Board of India ("SEBI") any other Appropriate Authorities, Stock Exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs"), representing 2.89% and 2.88% of the aggregate of the fully paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2023.

1.2. The Company adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 a, circular bearing reference number SEBI/HO/CFD/DCR III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, as amended from time to time ("SEBI Circulars").

1.3. The Tendering period for the Buyback Offer opened on Tuesday, January 23, 2024 and closed on Tuesday, January 30, 2024.(both days inclusive)

2. DETAILS OF THE BUYBACK

2.1. 10,00,000 (Ten Lakhs) Equity Shares were bought back under the Buyback, at a price of ₹300 (Rupees Three Hundred only) per Equity Share.

2.2. The total amount utilized in the Buyback is ₹30,00,00,000 (Rupees Thirty Crore Only), excluding Transaction Costs.

2.3. The Registrar to the Buyback i.e., Alankit Assignments Limited ("Registrar"), considered a total of 13,308 valid applications for 73,04,817 Equity Shares in response to the Buyback resulting in the subscription of approximately 7.3048 times the maximum number of Equity Shares proposed to be bought back. The details of valid applications considered by the Registrar, are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of valid applications	Total Equity Shares Validly Tendered	No. of times of Total valid Equity Shares to No. of Equity Shares reserved in Buyback
Reserved Category for Small Shareholders	1,50,000	12,433	15,42,815	13.4157
General Category for other Shareholders	8,50,000	875	57,62,002	6.510
Total	10,00,000	13,308	73,04,817	7.3048

2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the process as described in the Letter of Offer. The communication of acceptance/rejection has been dispatched electronically by the Registrar to the eligible Equity Shareholders on February 7, 2024.

2.5. The settlement of all valid bids was completed by the Indian Clearing Corporation Limited and the National Securities Clearing Corporation Limited (collectively, "Clearing Corporations") as applicable, on February 6, 2024.

2.6. The Clearing Corporations have made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If any Eligible Shareholders' bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India or respective bank, due to any reason, then such funds were transferred to the concerned Stock Brokers' settlement bank account for onward transfer to such Eligible Shareholders.

2.7. Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company's Demat Account on February 6, 2024. The unaccepted Equity Shares in dematerialized form, if any, tendered by the Eligible Shareholders was released / returned to the respective Eligible Shareholders / lien removed by the Clearing Corporations on February 6, 2024.

2.8. The extinguishment of 10,00,000 (Ten Lakhs) Equity Shares accepted under the Buyback, comprising of all Equity Shares in dematerialized form, are currently under process and shall be completed on or before February 15, 2024.

2.9. The Company and its Directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company pre and post Buyback is as under:

Particulars	Pre Buyback (As on the Record Date)		Post Buyback*	
	No. of Equity Shares	Amount (in ₹)	No. of Equity Shares	Amount (in ₹)
Authorized Share Capital	9,15,00,000 Equity Shares of ₹ 10 each	91,50,00,000	9,15,00,000 Equity Shares of ₹ 10 each	91,50,00,000
Issued & Subscribed & Paid-up Capital	6,63,87,590 Equity Shares of ₹ 10 each fully paid up	66,38,75,900	6,53,87,590 Equity Shares of ₹ 10 each fully paid up	65,38,75,900

*Subject to Extinguishment of 10,00,000 Equity Shares

3.2. The details of the shareholders/beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares have been bought back are as under:

Sr. No.	Name	No. of Equity Shares accepted under Buyback	Equity Shares Accepted as a % of total Equity Shares bought back (%)	Equity Shares Accepted as a % of total Post Buyback Equity Shares Capital (%)
1.	Goel Investments Limited	2,64,743	26.47	0.40
2.	Mr. Anil Kumar Goel	1,18,081	11.81	0.18
	Total	3,82,824	38.28	0.58

3.3. The shareholding pattern of the Company Pre and Post Buyback is as under:

Particulars	Pre Buyback (As on the Record Date)		Post Buyback*	
	Number of Equity Shares	% to the existing Equity Share Capital	Number of Equity Shares	% to post Buyback
Promoter/Promoter Group and person sacting in concert	3,25,85,637	49.08	3,21,15,237	49.11
Foreign Investors (including Non-Resident Indians, FII and Foreign Mutual funds)	47,97,134	7.23	3,32,72,353	50.89
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	5,16,370	0.78		
Others (Public, Public Bodies Corporate etc.)	2,84,88,449	42.91		
Total	6,63,87,590	100.00	6,53,87,590	100.00

* Subject to Extinguishment of 10,00,000 Equity Shares

4. MANAGER TO THE BUY BACK OFFER


Centrum Capital Limited

Level 9, Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai 400098, India

Tel: +91 22 4215 9224 / 9816

Fax: +91 22 4215 9444

 E-mail: dsml.buyback@centrum.co.in

Contact Person: Ms. Pooja Sanghvi / Mr. Tarun Parmani

 Website: www.centrum.co.in

SEBI Registration No.: INM000010445

CIN: L65990MH1977PLC019986

5. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for all the information contained in this Post Buyback Public Announcement or any other advertisement, circular, brochure, publicity material which may be issued and confirms that the information in such document contains true, factual and material information and does not contain any misleading information.

For and behalf of the Board of Directors of
Dhampur Sugar Mills Limited

Sd/-
Gaurav Goel
 Vice-Chairman &
 Managing Director
 DIN: 00076111

Sd/-
Anuj Khanna
 Independent Director
 DIN: 00025087

Sd/-
Aparna Goel
 Company Secretary &
 Compliance Officer
 Membership No. A22787

Date: February 7, 2024

Place: New Delhi