



**Dhampur Sugar Mills Limited**

241, Okhla Industrial Estate, Phase- III

New Delhi – 110 020, India

Tel: +91-11-3065 9400, 4161 2456

Tele Fax +91-11-2693 5697

E - Mail : [corporateoffice@dhampur.com](mailto:corporateoffice@dhampur.com)

Website: [www.dhampur.com](http://www.dhampur.com)

**30.01.2022**

To,  
Asst. Vice President  
National Stock Exchange of India Ltd.  
Exchange plaza, Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051

Asst. General Manager  
Dept of Corp. Services,  
BSE Limited  
P.J. Towers, Dalal Street, Fort,  
Mumbai: 400001.

Dear Sir/Madam,

**Sub: E-Voting Results along with Scrutinizers Report**

Please find attached Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the copy of Scrutinizers Report for NCLT Convened Equity Shareholders Meeting of the Company held on 29<sup>th</sup> January, 2022 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

You are requested to kindly take the above information on your records.

Thanking you,

**Yours Faithfully  
For Dhampur Sugar Mills Limited**

  
Aparna Goel

Company Secretary

M. No: 22787



CIN: L15249UP1933PLC000511

Regd. Offc: Dhampur, Distt. Bijnor, Pin Code: 246761 (U.P.)

Branch Office: 1/125, Vijay Khand, Gomti Nagar, Lucknow -226010 (U.P.), Tel: +91-522-239243

Sugar Units: 1. Dhampur, 2. Mansurpur, 3. Asmoli, 4. Rajpura, 5. Meerganj



Distillery: Asmoli & Dhampur



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**Voting Results of NCLT Convened Equity Shareholders Meeting of the Company held on 29th January, 2022**

Sr. No.	Particulars	
1.	Date of NCLT Convened Equity Shareholders Meeting	<b>29.01.2022</b>
2.	Date of Record Date	<b>22.01.2022</b>
3.	Total number of Shareholders on record date/ book closure	<b>62464</b>
4.	No. of shareholders present in the meeting either in person or through proxy:	
	• Promoters and Promoter group	<b>N.A.</b>
	• Public	<b>N.A.</b>
5.	No. of shareholders attended the meeting through video conferencing/ Other Audio-Visual Means:	
	• Promoters and Promoter group	<b>13</b>
	• Public	<b>180</b>
6.	Details of Agenda	
	• Resolution required: <b>(Ordinary/ Special)</b>	
	• Mode of Voting: <b>(Remote E-Voting/ E- Voting at NCLT Convened Meeting )</b>	



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S. No.	Details of Resolutions	Resolution Type	Mode of Voting (Remote E-Voting/ E-Voting at NCLT Convened Meeting)	Result
1.	Approval of the Scheme of Arrangement between Dhampur Sugar Mills Limited ("Demerged Company") and Dhampur Bio Organics Limited ("Resulting Company") and their respective shareholders and creditors.	Special	Remote E-Voting/ E-Voting at NCLT Convened Meeting	Passed with requisite majority


CIN: L15249UP1933PLC000511

Regd. Offc: Dhampur, Distt. Bijnor, Pin Code: 246761 (U.P.)

Branch Office: 1/125, Vijay Khand, Gomti Nagar, Lucknow -226010 (U.P.), Tel: +91-522-239243

Sugar Units: 1. Dhampur, 2. Mansurpur, 3. Asmoli, 4. Rajpura, 5. Meerganj

Distillery: Asmoli & Dhampur


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### General information about company

Scrip code	500119
NSE Symbol	DHAMPURSUG
MSEI Symbol	NOTLISTED
ISIN	INE041A01016
Name of the company	DHAMPUR SUGAR MILLS LIMITED
Type of meeting	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-01-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:33 AM

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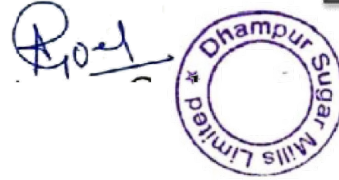
*Roel*



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### Scrutinizer Details

Name of the Scrutinizer	Mr. Saket Sharma
Firms Name	GSK & Associates
Qualification	CS
Membership Number	F4229
Date of Board Meeting in which appointed	06-12-2021
Date of Issuance of Report to the company	29-01-2022


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Voting results	
Record date	22-01-2022
Total number of shareholders on record date	62464
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	13
b) Public	183
<b>No. of resolution passed in the meeting</b>	<b>1</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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*Prakash*



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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the Scheme of Arrangement between Unampur Sugar Mills Limited ("Demerged Company") and Dhampur Bio Organics Limited ("Resulting Company") and their respective shareholders and creditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32585637	32578133	99.9770	32578133	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>32585637</b>	<b>32578133</b>	<b>99.9770</b>	<b>32578133</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	4728813	3678731	77.7940	3678731	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4728813</b>	<b>3678731</b>	<b>77.7940</b>	<b>3678731</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	29073140	10249469	35.2541	10248347	1122	99.9891	0.0109
	Poll		30	0.0001	30	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>29073140</b>	<b>10249499</b>	<b>35.2542</b>	<b>10248377</b>	<b>1122</b>	<b>99.9891</b>
<b>Total</b>		<b>66387590</b>	<b>46506363</b>	<b>70.0528</b>	<b>46505241</b>	<b>1122</b>	<b>99.9976</b>	<b>0.0024</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*[Handwritten Signature]*



**Consolidated Scrutinizer's Report**

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014]**

To,  
Mr. Rahul Agarwal  
The Chairman  
Appointed by National Company Law Tribunal, Allahabad Bench  
for the Meeting of Equity Shareholders  
of Dhampur Sugar Mills Limited

Reg: Meeting of Equity Shareholders of DHAMPUR SUGAR MILLS LIMITED convened pursuant to National Company Law Tribunal [NCLT], Allahabad Bench order dated 6<sup>th</sup> December, 2021 held on Saturday, 29<sup>th</sup> day of January, 2022 at 11:00 A.M. through Video Conferencing ('VC')/Other Audio Visual Means('OAVM') without physical presence of members at the venue. The venue of the meeting shall be deemed to be the Registered Office of the Company at Dhampur, Distt. Bijnor (U.P.) - 246761


Dear Sir,


I, Saket Sharma, Partner - GSK & Associates, Company Secretaries, have been appointed as Scrutinizer by the Hon'ble Tribunal, by its order dated 6<sup>th</sup> day of December, 2021 passed in the Company Application No. CA/(CAA) No. 25/ALD/2021 for the purpose of Scrutinizing the remote e-voting and e-voting system for casting vote during Meeting on resolution contained in the Notice dated Friday, 10<sup>th</sup> day of December, 2021 for Meeting of the Equity Shareholders of Dhampur Sugar Mills Limited (hereinafter referred to as the Company), held on Saturday, 29<sup>th</sup> day of January, 2022 through Video conferencing/Other Audio Visual Means ("VC/OAVM"), without physical presence of members at the Meeting Venue pursuant to provisions of Section 230-232 of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and Ministry of Corporate Affairs (MCA) Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 read with circulars 10/2021 dated 23<sup>rd</sup> June, 2021, 39/2020 dated 31<sup>st</sup> December 2020, 33/2020 dated 28<sup>th</sup> September 2020, 22/2020 dated 15<sup>th</sup> June 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 14/2020 dated 8<sup>th</sup> April 2020 and other applicable circulars ('MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars'), submit my report as under:




- (i) Notices were issued to the Shareholders whose names appeared in the Register of Members as at the close of business hours as on 17<sup>th</sup> December, 2021 and voting rights were reckoned as on the close of business hours of 22<sup>nd</sup> January, 2022, being the cut-off date for the purpose of deciding the entitlement of members to vote.
- (ii) The members of the Company as on the cut-off date i.e. 22<sup>nd</sup> January, 2022 were entitled to vote on the resolution (Special Business as set out in the Notice of Meeting of Equity Shareholders of the Company).
- (iii) The remote e-voting period remained open from Sunday, 23<sup>rd</sup> day of January, 2022 (9:00A.M.) upto Friday, 28<sup>th</sup> day of January, 2022 (5:00 P.M.). Further, the company provided the facility of e-voting system for the members attending the Meeting and who have not exercised their right to vote through remote e-voting.
- (iv) The total number of members present in person and through authorised representative at the NCLT convened meeting of the equity shareholders were 196 (One Hundred Ninety Six).
- (v) The votes cast by the members were unblocked on 29<sup>th</sup> January, 2022 at 12:12 P.M. in presence of 2 witnesses who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:   
Name: Swati Pandey  
Address: E-132, Awas Vikas – 1,  
Krishna Vihar, Kalyanpur,  
Kanpur- 208017

Signature:   
Name: Priyan Agarwal  
Address: 80/71 Cooper Ganj  
Kanpur-208001

- (vi) My responsibility as Scrutinizer for e-voting process is to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, and "invalid" votes based on the reports generated from the e-voting system provided by National Securities Depositories Limited ["NSDL"], the Agency engaged by the Applicant Company 1 to provide the facility of remote e-voting and e-voting-at the Meeting.



The results of voting by Equity Shareholders of the Applicant Company 1 (by way of remote e-voting prior to the meeting and e-voting during the meeting), on following resolution, are as under:

## SPECIAL BUSINESS

### Resolution

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

**"RESOLVED THAT** pursuant to Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, Section 2(19AA) of the Income-tax Act, 1961, SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22<sup>nd</sup> December, 2020 ("**SEBI Master Circular**") consolidating SEBI Circulars dated 10<sup>th</sup> March, 2017, 23<sup>rd</sup> March 2017, 26<sup>th</sup> May 2017, 21<sup>st</sup> September 2017, 3<sup>rd</sup> January, 2018, 12<sup>th</sup> September, 2019 and 3<sup>rd</sup> November, 2020 (collectively, the ("**SEBI Circulars**") on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, the observation letters received from BSE Limited and National Stock Exchange of India Limited and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, Allahabad Bench ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the transfer by way of demerger of all the undertakings, properties, activities, operations, investments, assets and liabilities and businesses, on a going concern basis, of the manufacturing units of sugar, chemicals and co-generation of power of the Company situated at Asmoli, district Sambhal, Mansurpur, district Muzaffarnagar and Meerganj, district Bareilly, all in the State of Uttar Pradesh (collectively referred to as ("**Demerged Undertaking**") of the Company, into Dhampur Bio Organics Limited (a wholly owned subsidiary of the Company) ("**Resulting Company**"), with effect from the Appointed Date (as defined in the Scheme), and issuance of the New Equity Shares (as defined in the Scheme) to all the shareholders of the Company as set out in the Scheme and cancellation of the existing share capital of the Resulting Company, in terms of the Scheme of Arrangement between the Company and Resulting Company and their respective shareholders and creditors ("**Scheme**") as placed before this meeting.

**RESOLVED FURTHER THAT** the Scheme of Arrangement between Dhampur Sugar Mills Limited (Demerged Company) and Dhampur Bio Organics Limited (Resulting Company) and their respective shareholders and creditors which was circulated and placed before this



meeting and all matters consequential, supplemental and/or otherwise integrally connected therewith as per the terms and conditions mentioned in the Scheme, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the NCLT and/ or any other authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

Below is the consolidated summary:

**A. Votes casted by all the Equity Shareholders (including Promoters and Public Shareholders):-**

Method of voting	No. of Equity Shareholders	No. of Equity Shares Held	Voted in favour of the resolution		Voted against the resolution		Percentage of Total favorable vote cast
			No. of Equity Shareholders	No. of Equity Shares Held	No. of Equity Shareholders	No. of Equity Shares Held	
Remote E-voting	749	46506333	743	46505211	6	1122	-----
E- Voting at the Meeting	6	30	6	30	0	0	-----
Less: Invalid Votes	0	0	0	0	0	0	
<b>Total</b>	<b>755</b>	<b>46506363</b>	<b>749</b>	<b>46505241</b>	<b>6</b>	<b>1122</b>	<b>99.99</b>

**B. Votes casted by Public Shareholders (excluding Promoters pursuant to Part-I (A)(10)(a) and (b) of SEBI Master Circular No. SEBI/HO/CD/DIL1/CIR/P/2020/249 dated December 22, 2020) and with respect to the Observation Letters issued by BSE and NSE dated 8<sup>th</sup> September, 2021 and 15<sup>th</sup> September, 2021:-**



Method of voting	No. of Public Shareholders (Excluding Promoters)	No. of Shares Held	Voted in favour of the resolution		Voted against the resolution		Percentage of Total favorable vote cast (public)
			No. of Public Shareholders (Excluding Promoters)	No. of Shares Held	No. of Public Shareholders (Excluding Promoters)	No. of Shares Held	
Remote E-voting	732	13928200	726	13927078	6	1122	-----
E- Voting at the Meeting	6	30	6	30	0	0	----
Less: Invalid Votes	0	0	0	0	0	0	-----
<b>Total</b>	<b>738</b>	<b>13928230</b>	<b>732</b>	<b>13927108</b>	<b>6</b>	<b>1122</b>	<b>99.99</b>

I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You,

Yours' Faithfully  
For GSK & Associates,  
Company Secretaries  
FRN: P2014UP036000

Saket Sharma  
(Partner)  
M. No.: F4229  
C. P. No.: 2565



Date: 29.01.2022  
Place: Kanpur  
UDIN: F004229C002335791

Rahul  
Agarwal

Digitally signed by Rahul Agarwal  
DN: c=IN, o=Personal,  
PostalCode=211001, st=Uttar Pradesh,  
Phone=c68395406902b8f3ebdb4c86a8  
bca3b95f557b98a9f3d8d252659324d70d  
5,  
OID.2.5.4.65=CE87F1DD9FB823D6726F  
CEFB6502A043284BF6F.  
SERIALNUMBER=8C85A73B3E798CD70  
AACCT73A692122A4925B01174E12A9C  
A232820EC22E864D, CN=Rahul Agarwal  
Reason: I am the author of this document  
Location: your signing location here  
Date: 2022.01.29 18:31:06+05'30'  
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