



15.02.2022

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: Minutes of the Meeting of Secured Creditors and Unsecured Creditors of Dhampur Sugar Mills Limited.

Please find attached minutes of the meeting of Secured Creditors and Unsecured Creditors of Dhampur Sugar Mills Limited, convened pursuant to order dated 6th December, 2021 passed by Hon'ble National Company Law Tribunal, Allahabad Bench, held through video conferencing on Saturday, the 29th Day of January, 2022.

You are requested to kindly take the information on record.

Thanking you,
For Dhampur Sugar Mills Limited

Aparna Gøel
Company Secretary
M. No. 22787



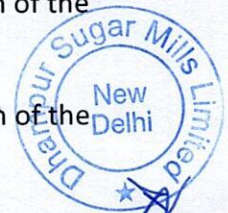
CERTIFIED TRUE COPY OF MINUTES OF THE MEETING OF THE SECURED CREDITORS OF DHAMPUR SUGAR MILLS LIMITED, CONVENED PURSUANT TO ORDER DATED 6TH DECEMBER, 2021 PASSED BY HON'BLE NATIONAL COMPANY LAW TRIBUNAL (HEREINAFTER REFERRED TO AS "NCLT"), ALLAHABAD BENCH, HELD THROUGH VIDEO CONFERENCING ON SATURDAY, THE 29TH DAY OF JANUARY, 2022 AT 01:00 P.M. AND CONCLUDED AT 01:14 P.M. AND E- VOTING ENDED AT 01:44 P.M.

Pursuant to NCLT, Allahabad Bench order dated 6th December, 2021 meeting of Secured Creditors of the Company was duly convened and held on Saturday, the 29th day of January, 2022 at 01:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with Ministry of Corporate Affairs (MCA) Circular No. 10/2021 dated 23rd June, 2021 read with circulars 39/2020 dated 31st December 2020, 33/2020 dated 28th September 2020, 22/2020 dated 15th June 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April 2020 and other applicable circulars ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars'). The venue of the meeting was deemed to be the registered office of the Company at Dhampur, District- Bijnor in the State of Uttar Pradesh.

It was further informed that the Notice convening the Meeting, Explanatory Statement under Section 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 including statement of Shareholdings of Directors and Key Managerial Personnel and the 'Scheme of Arrangement' including various annexures as already circulated was taken as laid and read with the consent of the Secured Creditors present at the Meeting.

PRESENT

| | |
|----------------------|--|
| Mr. Rahul Agarwal | Chairman appointed by NCLT |
| Mr. Aman Kr. Dwivedi | Alternate Chairman appointed by NCLT |
| Mr. Saket Sharma | Scrutinizer appointed by NCLT |
| Mr. Vijay Kumar Goel | Whole Time Director (Chairman of the Company) |
| Mr. Ashok Kumar Goel | Whole Time Director (Chairman of the Company) |



| | |
|-------------------------------------|---|
| Mr. Gaurav Goel | Managing Director |
| Mr. Gautam Goel | Managing Director |
| Mr. Sandeep Kumar Sharma Officer | Whole Time Director and Chief Operating |
| Mr. Mahesh Prasad Mehrotra | Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee |
| Mr. Ashwani Kumar Gupta | Independent Director and Chairman of Stakeholders Relationship Committee and member of Audit Committee and Nomination and Remuneration Committee |
| Mr. Yashwardhan Poddar | Independent Director and Member of Audit Committee and Stakeholders Relationship Committee |
| Ms. Neena Goel | Partner, TR Chadha & Co. LLP, Joint Statutory Auditors |
| Ms. Fiza Gupta | Partner, Atul Garg & Associates, Joint Statutory Auditors |

IN ATTENDANCE

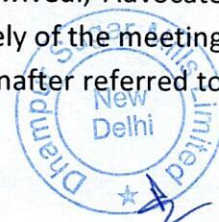
| | |
|----------------------------|-------------------------------|
| Ms. Aparna Goel | Company Secretary |
| Mr. Susheel Kumar Mehrotra | Chief Financial Officer |
| Mr. Nalin Kumar Gupta | Joint Chief Financial Officer |

SECURED CREDITORS PRESENT

9 (Nine) Secured Creditors as per the Attendance Record.

CHAIRMAN

In accordance with the order dated 6th December, 2021 of Hon'ble National Company Law Tribunal, Allahabad Bench, pursuant to the Company Application No. 25/ALD/2021, Mr. Rahul Agarwal, Advocate and Mr. Aman Kr. Dwivedi, Advocate were appointed as the Chairman and Alternate Chairman respectively of the meeting of the Secured Creditors of the Dhampur Sugar Mills Limited (hereinafter referred to



as Applicant Company No.1/Demerged Company) being present at the meeting. As per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench, Mr. Rahul Agarwal took the Chair.

The Chairman extended a warm welcome to the Secured Creditors attending the meeting for the purpose of considering & approving the Scheme of Arrangement (the "Scheme") between Dhampur Sugar Mills Limited (**Demerged Company**) and Dhampur Bio Organics Limited (**Resulting Company**) and their respective shareholders and creditors under Section 230 to 232 of the Companies Act, 2013 (**the Act**) and other provision of the Act and rules framed thereunder.

QUORUM

The required quorum as per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench, Order dated 6th December 2021 being present, the Chairman called the meeting to order and proceeded with the business.

NOTICE OF THE MEETING

It was reported to the secured creditors that the notice convening the meeting was duly published through advertisement in the following newspapers, namely, (i) Business Standard, Delhi Edition in English language; and (ii) Amar Ujala, Meerut Edition in Hindi Language and sent individually to all the Secured Creditors as per the directions given by the Hon'ble National Company Law Tribunal, Allahabad Bench.

APPROVAL OF SECURED CREDITORS TO THE SCHEME OF ARRANGEMENT BETWEEN DHAMPUR SUGAR MILLS LIMITED AND DHAMPUR BIO ORGANICS LIMITED

The Chairman mentioned that a copy of the Scheme of Arrangement along with annexures was already circulated to the secured creditors and the same be considered as laid and read before the secured creditors.

The Chairman further mentioned that as required under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company had provided its Secured Creditors the facility to cast their vote through remote e-voting system and administered by National Securities Depository Limited (NSDL).



He further stated that:

The Secured Creditors whose names appeared in the list of Secured Creditors as on cut-off date i.e. 31st August, 2021 and who had not voted through remote e-voting were eligible to vote through electronic voting system till 30 minutes after the conclusion of the Meeting.

Mr. Saket Sharma was appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its order dated 6th December, 2021 passed in the Company Application No. 25/ALD/2021 as Scrutiniser for the purpose of conducting e-voting for the Meeting of the Secured Creditors in a fair and transparent manner and to report thereon.

The Chairman informed that there was no registered speaker secured creditors for the meeting.

On being asked by the Chairman the Company Secretary read out the resolution stated in the Notice.

The following resolution was considered and approved with the requisite majority:

***“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 22nd December, 2020 (**“SEBI Master Circular”**) consolidating SEBI Circulars dated 10th March, 2017, 23rd March 2017, 26th May 2017, 21st September 2017, 3rd January, 2018, 12th September, 2019 and 3rd 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 authorized by it to exercise its powers including the powers conferred by this Resolution), consent of the secured creditors 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*



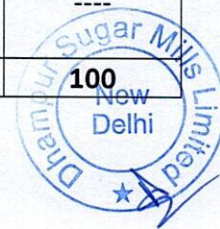
Meerganj, district Bareilly, all in the State of Uttar Pradesh (collectively referred to as ("**Demerged Undertaking**") of the Company, into Dhampur Bio Organics Limited (a wholly owned subsidiary of the Company) ("**Resulting Company**"), with effect from the Appointed Date (as defined in the Scheme), 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."

The above resolution was passed by Secured Creditors as under as per Scrutinizer's Report:

| Method of voting | Voted in favour of the resolution | Amount outstanding (in Rupees) | Voted against the resolution | Invalid | Percentage of total favorable vote cast (valid) |
|--------------------|-----------------------------------|--------------------------------|------------------------------|----------|---|
| Remote e-voting | 9 | 757,52,20,270 | 0 | 0 | ---- |
| E- voting at venue | 0 | 0 | 0 | 0 | ---- |
| Total | 9 | 757,52,20,270 | 0 | 0 | 100 |



The Chairperson's Report along with Scrutinizer's Report shall be submitted to the Hon'ble National Company Law Tribunal, Allahabad Bench within the time specified in the Order dated 6th December 2021. He also informed that the results would be available on Demerged Company's website at www.dhampur.com, websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and website of NSDL at www.evoting.nsdl.com.

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair.



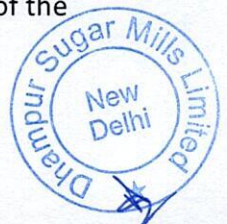
CERTIFIED TRUE COPY OF MINUTES OF THE MEETING OF THE UNSECURED CREDITORS OF DHAMPUR SUGAR MILLS LIMITED, CONVENED PURSUANT TO ORDER DATED 6TH DECEMBER, 2021 PASSED BY HON'BLE NATIONAL COMPANY LAW TRIBUNAL (HEREINAFTER REFERRED TO AS "NCLT"), ALLAHABAD BENCH, HELD THROUGH VIDEO CONFERENCING ON SATURDAY, THE 29TH DAY OF JANUARY, 2022 AT 02:30 P.M. AND CONCLUDED AT 02:48 P.M. AND E -VOTING ENDED AT 03:18 P.M.

Pursuant to NCLT, Allahabad Bench order dated 6th December, 2021 meeting of Unsecured Creditors of the Company was duly convened and held on Saturday, the 29th day of January, 2022 at 02:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with Ministry of Corporate Affairs (MCA) Circular No. 10/2021 dated 23rd June, 2021 read with circulars 39/2020 dated 31st December 2020, 33/2020 dated 28th September 2020, 22/2020 dated 15th June 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April 2020 and other applicable circulars ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars'). The venue of the meeting was deemed to be the registered office of the Company at Dhampur, District-Bijnor in the State of Uttar Pradesh.

It was further informed that the Notice convening the Meeting, Explanatory Statement under Section 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 including statement of Shareholdings of Directors and Key Managerial Personnel and the 'Scheme of Arrangement' including various annexures as already circulated was taken as laid and read with the consent of the Unsecured Creditors present at the Meeting.

PRESENT

| | |
|----------------------|--|
| Mr. Rahul Agarwal | Chairman appointed by NCLT |
| Mr. Aman Kr. Dwivedi | Alternate Chairman appointed by NCLT |
| Mr. Saket Sharma | Scrutinizer appointed by NCLT |
| Mr. Vijay Kumar Goel | Whole Time Director (Chairman of the Company) |
| Mr. Ashok Kumar Goel | Whole Time Director (Chairman of the Company) |
| Mr. Gaurav Goel | Managing Director |



| | |
|----------------------------|--|
| Mr. Gautam Goel | Managing Director |
| Mr. Sandeep Kumar Sharma | Whole Time Director and Chief Operating Officer |
| Mr. Mahesh Prasad Mehrotra | Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee |
| Mr. Ashwani Kumar Gupta | Independent Director and Chairman of Stakeholders Relationship Committee and member of Audit Committee and Nomination and Remuneration Committee |
| Mr. Yashwardhan Poddar | Independent Director and Member of Audit Committee and Stakeholders Relationship Committee |
| Ms. Neena Goel | Partner, TR Chadha & Co. LLP, Joint Statutory Auditors |
| Ms. Fiza Gupta | Partner, Atul Garg & Associates, Joint Statutory Auditors |

IN ATTENDANCE

| | |
|----------------------------|-------------------------------|
| Ms. Aparna Goel | Company Secretary |
| Mr. Susheel Kumar Mehrotra | Chief Financial Officer |
| Mr. Nalin Kumar Gupta | Joint Chief Financial Officer |

UNSECURED CREDITORS PRESENT

204 (Two Hundred Four) Unsecured Creditors as per the Attendance Record.

CHAIRMAN

In accordance with the order dated 6th December, 2021 of Hon`ble National Company Law Tribunal, Allahabad Bench, pursuant to the Company Application No. 25/ALD/2021, Mr. Rahul Agarwal, Advocate and Mr. Aman Kr. Dwivedi, Advocate were appointed as the Chairman and Alternate Chairman respectively of the meeting of the Unsecured Creditors of the Dhampur Sugar Mills Limited (hereinafter referred to as Applicant Company No.1/Demerged Company) being present at the meeting. As per the directions of the Hon`ble National Company Law Tribunal, Allahabad Bench, Mr. Rahul Agarwal took the chair.



The Chairman extended a warm welcome to the Unsecured Creditors attending the meeting for the purpose of considering & approving the Scheme of Arrangement (the "Scheme") between Dhampur Sugar Mills Limited (**Demerged Company**) and Dhampur Bio Organics Limited (**Resulting Company**) and their respective shareholders and creditors under Section 230 to 232 of the Companies Act, 2013 (**the Act**) and other provision of the Act and rules framed thereunder.

QUORUM

The required quorum as per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench, Order dated 6th December 2021 being present, the Chairman called the meeting to order and proceeded with the business.

NOTICE OF THE MEETING

It was reported to the unsecured creditors that the notice convening the meeting was duly published through advertisement in the following newspapers, namely, (i) Business Standard, Delhi Edition in English language; and (ii) Amar Ujala, Meerut Edition in Hindi Language and sent individually to all the Unsecured Creditors as per the directions given by the Hon'ble National Company Law Tribunal, Allahabad Bench.

APPROVAL OF UNSECURED CREDITORS TO THE SCHEME OF ARRANGEMENT BETWEEN DHAMPUR SUGAR MILLS LIMITED AND DHAMPUR BIO ORGANICS LIMITED

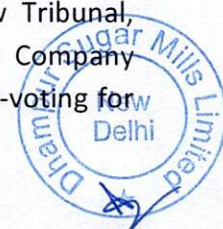
The Chairman mentioned that a copy of the Scheme of Arrangement along with annexures was already circulated to the unsecured creditors and the same be considered as laid and read before the unsecured creditors.

The Chairman further mentioned that as required under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company had provided its Unsecured Creditors the facility to cast their vote through remote e-voting system and administered by National Securities Depository Limited (NSDL).

He further stated that:

The Unsecured Creditors whose names appeared in the list of Unsecured Creditors as on cut-off date i.e. 31st August, 2021 and who had not voted through remote e-voting were eligible to vote through electronic voting system till 30 minutes after the conclusion of the Meeting.

Mr. Saket Sharma was appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its order dated 6th December, 2021 passed in the Company Application No. 25/ALD/2021 as Scrutiniser for the purpose of conducting e-voting for



the Meeting of the Unsecured Creditors in a fair and transparent manner and to report thereon.

The Chairman then invited unsecured creditors who had registered themselves as speakers to raise their queries in respect of the proposed demerger and their queries were deliberated and duly responded by Managing Director Shri Gautam Goel, Managing Director of the Company.

On being asked by the Chairman the Company Secretary read out the resolution as stated in the Notice.

At the said meeting, the following resolution was considered and approved with the requisite majority:

“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 22nd December, 2020 (***“SEBI Master Circular”***) consolidating SEBI Circulars dated 10th March, 2017, 23rd March 2017, 26th May 2017, 21st September 2017, 3rd January, 2018, 12th September, 2019 and 3rd 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 authorized by it to exercise its powers including the powers conferred by this Resolution), consent of the unsecured creditors 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."

The above resolution was passed by Unsecured Creditors as under as per Scrutinizer's Report:

| Method of voting | Voted in favour of the resolution | Amount Outstanding in Rupees | Voted against the resolution | Invalid | Percentage of Total favorable vote cast (valid) |
|--------------------|-----------------------------------|------------------------------|------------------------------|----------|---|
| Remote E-voting | 809 | 113,82,09,275 | 0 | 0 | |
| E- Voting at Venue | 1 | 128,92,746 | 0 | 0 | |
| Total | 810 | 115,11,02,021 | 0 | 0 | 100 |



The Chairperson's Report along with Scrutinizer's Report shall be submitted to the Hon'ble National Company Law Tribunal, Allahabad Bench within the time specified in the Order dated 6th December 2021. He also informed that the results would be available on Demerged Company's website at www.dhampur.com, websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and website of NSDL at www.evoting.nsdl.com.

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair.

