



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

Website: www.dhampur.com

01.02.2022

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: Scrutinizers Report of Secured Creditors and Unsecured Creditors Meeting convened by Hon'ble National Company Law Tribunal

Please find attached copy of Scrutinizers Report of Secured Creditors and Unsecured Creditors Meeting of the Company convened by Hon'ble National Company Law Tribunal on 29th January 2022 at 01:00 P.M. and 02:30 P.M. respectively 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

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 Secured Creditors
of Dhampur Sugar Mills Limited

Reg: Meeting of Secured Creditors of DHAMPUR SUGAR MILLS LIMITED convened pursuant to National Company Law Tribunal [NCLT], Allahabad Bench order dated 6th December, 2021 held on Saturday, 29th day of January, 2022 at 1:00 P.M. through Video Conferencing ('VC')/Other Audio Visual Means('OAVM') without physical presence of secured creditors 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,

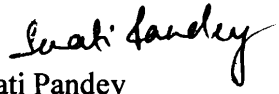
I, Saket Sharma, Partner -GSK & Associates, Company Secretaries, have been appointed as Scrutinizer by the Hon'ble Tribunal, by its order dated 6th day of December, 2021 passed in the Company Application No. CA/(CAA) No. 25/ALD/2021 for the purpose of Scrutinizing the remote e-voting and e-voting system for casting vote during Meeting on resolution contained in the Notice dated Friday, 10th day of December, 2021 for Meeting of the Secured Creditors of Dhampur Sugar Mills Limited (hereinafter referred to as the Company), held on Saturday, 29th day of January, 2022 through Video conferencing/Other Audio Visual Means ("VC/OAVM"), without physical presence of secured creditors 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 8th December, 2021 read with circulars 10/2021 dated 23rd June, 2021, 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'), submit my report as under:




- (i) Notices were issued to the Secured Creditors whose names appeared in the list of Secured Creditors as on 31st August, 2021 and voting rights were also reckoned as on the close of business hours of 31st August, 2021, being the cut-off date for the purpose of deciding the entitlement of unsecured creditors to vote.
- (ii) The secured creditors of the Company as on the cut-off date i.e. 31st August, 2021 were entitled to vote on the resolution (Special Business as set out in the Notice of Meeting of the Secured Creditors of the Company).
- (iii) The remote e-voting period remained open from Sunday, 23rd day of January, 2022 (9:00A.M.) upto Friday, 28th day of January, 2022 (5:00 P.M.). Further, the company provided the facility of e-voting system for the secured creditors attending the Meeting and who have not exercised their right to vote through remote e-voting.
- (iv) The total number of secured creditors present through authorised representative at the NCLT convened meeting of secured creditors were 9 (Nine) and the details of secured creditors present alongwith their outstanding amount are given below:

Secured creditors present	Number of secured creditors	Outstanding amount (Rs.) as on 31.08.2021
Through authorised representative	9	7575220270

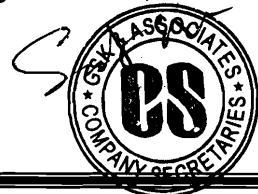
- (v) The votes cast by the secured creditors were unblocked on 29th January, 2022 at 01:54 p.m. in presence of 2 witnesses who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

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 Secured Creditors 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 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 authorised 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.”

Below is the consolidated summary:

Votes cast by Secured Creditors:-

Method of voting	Voted in favour of the resolution	Amount Outstanding	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	9	7575220270	0	0	-----
E- Voting at Venue	0	0	0	0	----
Total	9	7575220270	0	0	100

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: 30.01.2022

Place: Kanpur

UDIN: F004229C002340948



RAHUL
AGARWAL
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Digitally signed by RAHUL
AGARWAL
DN: OU=UTTAR PRADESH,
O=RAHUL AGARWAL,
CN=RAHUL AGARWAL,
E=agarwal.agarwal@gmail.com
Reason: I am the author of this
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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 Unsecured Creditors
of Dhampur Sugar Mills Limited

Reg: Meeting of Unsecured Creditors of DHAMPUR SUGAR MILLS LIMITED convened pursuant to National Company Law Tribunal [NCLT], Allahabad Bench order dated 6th December, 2021 held on Saturday, 29th day of January, 2022 at 2:30 P.M. through Video Conferencing ('VC')/Other Audio Visual Means('OAVM') without physical presence of unsecured creditors at the venue. The venue of the meeting shall be deemed to be the Registered Office of the Company at Dhampur, Dist. 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 6th 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, 10th day of December, 2021 for Meeting of the Unsecured Creditors of Dhampur Sugar Mills Limited (hereinafter referred to as the Company), held on Saturday, 29th day of January, 2022 through Video conferencing/Other Audio Visual Means ("VC/OAVM"), without physical presence of unsecured creditors 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 8th December, 2021 read with circulars 10/2021 dated 23rd June, 2021, 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 Nos. 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'), submit my report as under:



- (i) Notices were issued to the Unsecured Creditors whose names appeared in the list of Unsecured Creditors as on 31st August, 2021 and voting rights were also reckoned as on the close of business hours of 31st August, 2021, being the cut-off date for the purpose of deciding the entitlement of unsecured creditors to vote.
- (ii) The unsecured creditors of the Company as on the cut-off date i.e. 31st August, 2021 were entitled to vote on the resolution (Special Business as set out in the Notice of Meeting of the Unsecured Creditors of the Company).
- (iii) The remote e-voting period remained open from Sunday, 23rd day of January, 2022 (9:00A.M.) upto Friday, 28th day of January, 2022 (5:00 P.M.). Further, the company provided the facility of e-voting system for the unsecured creditors attending the Meeting and who have not exercised their right to vote through remote e-voting.
- (iv) The total number of unsecured creditors present in person and through authorised representative at the NCLT convened meeting of the unsecured creditors were 204.
- (v) The votes cast by the unsecured creditors were unblocked on 29th January, 2022 at 3:29 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: *Swati Pandey*
Name: Swati Pandey
Address: E-132, Awas Vikas – 1,
Krishna Vihar, Kalyanpur,
Kanpur- 208017

Signature: *Priyan Agarwal*
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 Unsecured Creditors 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

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“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 authorised 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. ”

Below is the consolidated summary:

Votes cast by Unsecured Creditors:-

Method of voting	Voted in favour of the resolution	Outstanding Amount	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote E-voting	809	1138209275	0	0	
E- Voting at Venue	1	12892746	0	0	
Total	810	1151102021	0	0	100

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: 30.01.2022

Place: Kanpur

UDIN: F004229C002340970



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Digitally signed by RAHUL
AGARWAL
DN: OU=UTTAR PRADESH,
O=RAHUL AGARWAL,
CN=RAHUL AGARWAL,
E=agarwal.agarwal@gmail.com
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document
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