

28.05.2022

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: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2022

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Annual Secretarial Compliance Report for the year ended 31st March, 2022 issued by M/s. GSK & Associates, Company Secretaries.

You are requested to take the above information in your records.

For Dhampur Sugar Mills Limited




Aparna Goel
Company Secretary
M. No: 22787



GSK & Associates
Company Secretaries

Off:- 14 Ratan Mahal, 15/197, Civil Lines,
Kanpur-208001

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SECRETARIAL COMPLIANCE REPORT
PURSUANT TO REGULATION 24A OF SEBI LODR, REGULATIONS, 2015
FOR THE YEAR ENDED 31ST MARCH, 2022

To,
The Members
Dhampur Sugar Mills Limited
Distt. Bijnor Dhampur
Uttar Pradesh-246761

We, GSK & Associates have examined:

- a) all the documents and records made available to us and explanation provided by [Dhampur Sugar Mills Limited] ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2022 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time;

- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the period under review);**

- c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the period under review);**

- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the period under review);**

- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the period under review);**

- f) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review);**

- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended from time to time;



- i) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client and;
- j) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder

Based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
<p>Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The Company was required to submit the Secretarial Compliance Report to the Exchange within sixty days from end of each financial year. However the SEBI vide its Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated 29th April, 2021 had granted extension and allowed the Company to file the</p>	<p>Non Compliance with respect to the submission of Secretarial Compliance Report within the time specified to the Exchange.</p>	<p>Non Compliance with respect to the submission of Secretarial Compliance Report within the timelines specified in Regulation 24A of SEBI (LODR) to the Exchange.</p>



Compliance Report till 30 th June, 2021.		
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited (NSE)	Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs. 2,360/- (Two Thousand Three Hundred and Sixty Only)	Non Compliance with respect to the submission of Secretarial Compliance Report for the year ended March 2021, within the timelines specified in Regulation 24A to the Exchange.
2.	BSE Limited (BSE)	Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs. 2,360/- (Two Thousand Three Hundred and Sixty Only)	Non Compliance with respect to the submission of Secretarial Compliance Report for the year ended March 2021, within the timelines specified in Regulation 24A to the Exchange.



d) This listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable			

e) During the Audit Period, the Company rolled out an Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 between Dhampur Sugar Mills Limited and Dhampur Bio Organics Limited and their respective Shareholders and Creditors for demerger of Demerged Undertaking of Dhampur Sugar Mills Limited into Dhampur Bio Organics Limited.

f) The Board at its meeting had discussed and explored an option to de-merge the Company's units, whereby out of the five units situated at: (i) Dhampur, district Bijnor, (ii) Mansurpur, district Muzaffarnagar, (iii) Rajpura, district Sambhal, (iv) Asmoli, district, Sambhal and (v) Meerganj, district Bareilly, all in the state of Uttar Pradesh, the units situated at (i) Mansurpur, district Muzaffarnagar, (ii) Asmoli, district, Sambhal and (iii) Meerganj, district Bareilly all in states of Uttar Pradesh including all the undertakings, properties, activities, operations, investments, assets and liabilities and businesses related to Demerged Division will be transferred to Dhampur Bio Organics Limited, a wholly owned subsidiary of the Company on a going concern basis. Accordingly, Centrum Capital Limited as a Merchant Banker and M/s. M/s Cyril Amarchand Mangaldas Advocates as a Legal Advisor/Law Firm were appointed to advice on the same.



- g) On 07.06.2021, the Board, after discussing the rationale of the Scheme, report on the share entitlement ratio, fairness opinion, undertaking in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020, along with the draft auditor's certificates certifying the said undertaking and the accounting treatment under the Scheme and other related factors and on recommendation of Audit Committee, has approved the draft Composite Scheme of Arrangement ('Scheme') between Dhampur Sugar Mills Limited ('the Company') and Dhampur Bio Organics Limited ('DBO'), a wholly owned subsidiary of the Company, to demerge the demerged undertaking (as defined in the Scheme) of the Company ('the transferred business') into DBO, subject to necessary approvals from the concerned authorities, with effect from 01.04.2021 as the Appointed Date.
- h) On 29.01.2022, the shareholders and creditors of the Company have approved the Scheme in separate meetings of shareholders and creditors respectively, convened by the National Company Law Tribunal (NCLT). NCLT vide its Order dated 27.04.2022 has approved the Scheme. Both Dhampur Sugar Mills Limited and Dhampur Bio Organics Limited have filed the certified copy of the said order with Registrar of Companies, Kanpur on 03.05.2022 and accordingly the Scheme is effective from 03.05.2022 and the Demerged Undertaking/Transferred Business as defined in the said Scheme stands transferred to Dhampur Bio Organics Limited wef 01.04.2021 (Appointed Date).
- i) The Hon'ble National Green Tribunal (NGT) had levied Environmental Compensation (EC) on the company in respect of Asmoli Sugar Unit, Dhampur Sugar & Distillery Units and Meerganj Unit vide Order dated 01.09.2021 in OA No. 539 of 2019 in Re: Adil Ansari Vs UPPCB and others The EC was imposed @ Rs. 5 Crores on each of the above 4 Units aggregating to Rs. 20 Crores. Besides EC, the Hon'ble NGT also imposed a litigation cost of Rs. 10 lakhs on the Company.

Further, the Company had challenged the Hon'ble NGT Order dated 01.09.2021 imposing EC, before Hon'ble Supreme Court. The Appeal was heard by the Hon'ble Supreme Court on 8th October 2021 and the Hon'ble Court had grant Stay in respect of imposition of EC and cost of litigation.



j) The Company and its three Whole-time Directors namely Mr. Vijay Kumar Goel, Mr. Ashok Kumar Goel and Mr. Sandeep Kumar Sharma have made a joint application on 21.03.2022 u/s 441 of the Companies Act, 2013 for Compounding of Offence read with Rule 21 of the Companies (Acceptance of Deposits) Rules, 2014 for violation of Rule 3(8)(a) of the Rules with respect to filing of credit rating letter with Registrar of Companies for accepting public deposits through e Form GNL-1. Subsequently, the Compounding fees of Rs. 1,00,000/- (Rupees One Lakh Only) have been paid by each applicant on 17.05.2022.

**For GSK & Associates
(Company Secretaries)**

FRN: P2014UP036000

**Saket Sharma
Partner**



**(Membership No.: F4229)
(CP No.: 2565)
UDIN: F004229D000409876
PR No: 2072/2022**

**Date: 27.05.2022
Place: New Delhi**