



Dhampur Sugar Mills Limited

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June 7, 2021

**The Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Tel No. 022-2659 8237/38**

**The General Manager- DSC
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001**

Symbol: DHAMPURSUG

Security Code: 500119

Subject: Outcome of the Board Meeting held on June 7, 2021

This is to inform that the Board of Directors in its meeting held today i.e. 7th June, 2021 has *inter alia* considered and approved the following:

1. Scheme of Arrangement between Dhampur Sugar Mills Limited (the "Company" or "Demerged Company"), Dhampur Bio Organics Limited (the "Resulting Company") (collectively the "Companies") and their respective shareholders and creditors ("Scheme").

We refer to our letter dated March 27, 2021 intimating the outcome of Board Meeting held on the same date, at which the board of directors of the Company, *inter alia*, authorized the evaluation of a proposal for potential restructuring of the Company.

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, we wish to submit that the board of directors of the Company at its meeting held today i.e. June 7, 2021, has *inter alia*, considered and approved the demerger of certain undertakings of the Company to the Resulting Company (a wholly owned subsidiary of the Company) pursuant to the aforesaid Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Section 2(19AA) of the Income-tax Act, 1961, and the rules and regulations issued thereunder and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time ("**Scheme Circular**").



The Scheme is subject to the receipt of approval from the requisite majorities of shareholders and creditors of the Companies, the NCLT (Allahabad bench), SEBI, the stock exchanges and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary.

Pursuant to Regulation 30 of the Listing Regulations, details in respect of the Scheme are enclosed herewith as Annexure I.

2. The appointment of Mr. Anuj Khanna as an Additional (Non-Executive Independent) Director, subject to approval of shareholders at the forthcoming Annual General Meeting of the Company. The brief profile is enclosed as Annexure II.
3. Annual General Meeting of the Company is scheduled to be held on Monday, 30th August, 2021.

The Board Meeting commenced at 4:00 P.M and concluded at 7:10 P.M.

This is for your information and records.

Thanking you.

Yours faithfully,

For Dhampur Sugar Mills Limited



Aparna Goel
Company Secretary

M. No. 22787

Encl: As above.



Annexure I

Details of the Scheme of Arrangement between Dhampur Sugar Mills Limited and Dhampur Bio Organics Limited and their respective shareholders and creditors

Sl No.	Particulars	Details
1	Brief details of the division(s) to be demerged	<p>1. <u>Asmoli Unit:</u> All assets and liabilities pertaining to the unit of the Demerged Company located at Sambhal (Asmoli District, Moradabad, Uttar Pradesh), along with such unit's business on a going concern basis, including the sugar manufacturing plant having capacity of 9000 tonnes crushing per day of sugar cane, 150000 litres of Distillery/chemicals per day including ethanol etc. and 43.5 MW co-generation of power;</p> <p>2. <u>Mansurpur Unit:</u> All assets and liabilities pertaining to the unit of the Demerged Company located at Mansurpur District (Muzaffarnagar, Uttar Pradesh), along with such unit's business on a going concern basis, including the sugar manufacturing plant having capacity of 8000 tonnes crushing per day of sugar cane and 33 MW co-generation of power; and</p> <p>3. <u>Meerganj Unit:</u> All assets and liabilities pertaining to the unit of the Demerged Company located at Meerganj District (Bareilly, Uttar Pradesh), along with such unit's business on a going concern basis, including the sugar manufacturing plant having capacity of 5000 tonnes crushing per day of sugar cane and 19 MW co-generation of power.</p>
2	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately	The turnover of the demerged divisions (Asmoli, Mansurpur and Meerganj Units) for the financial year 2020-2021 is Rs. 2034.13 crore representing 48% of the



	preceding financial year / based on financials of the last financial year	total turnover of the Demerged Company for the said financial year.
3	Rationale for demerger	<p>The Scheme, <i>inter alia</i>, envisages the following:</p> <ul style="list-style-type: none"> (i) Transfer of the Demerged Undertaking (as defined in the Scheme) of the Demerged Company to the Resulting Company ("Demerger"); (ii) Issue and allotment of equity shares of the Resulting Company to all the shareholders of the Demerged Company in proportion to their shareholding in the Demerged Company, as consideration for the transfer of the Demerged Undertaking; (iii) Following the completion of the issuance and allotment of shares of the Resulting Company to all the shareholders of the Demerged Company as above, subsequent transfers of equity shares of the Companies <i>inter se</i> between certain members of the Promoter / Promoter Group, in accordance with and as set out in the Scheme. <p>The rationale for the Scheme is as under:</p> <p>The proposed Demerger will create opportunities for pursuing independent growth and expansion strategies in the segregated businesses and effectively unlock value of each of the manufacturing units. The segregation will enable more focused and streamlined management and provide diversity in decisions, including regarding the use of capital, exploration of varied investment opportunities and attracting various investors and strategic partners. Each of the business units of the Demerged Company would continue to function with efficiency, efficacy and synergies on a standalone basis after the Demerger. The Demerger at this juncture</p>



		<p>will also create an enabling framework for succession planning, including long term leadership of each company as the promoter-manager families moves closer to a generational shift. This will also achieve long term stability including through continued maintenance of goodwill and harmony without any business disruption.</p>
4	<p>Brief details of change in shareholding pattern (if any) of all entities</p>	<p>In consideration of the transfer of the Demerged Undertaking from the Demerged Company to the Resulting Company, the Resulting Company shall issue 1 (one) fully paid up equity share of face value INR 10 (Rupees Ten) each of the Resulting Company to the shareholders of the Demerged Company for every 1 (one) fully paid up equity share of INR 10 (Rupees Ten) each held in the Demerged Company. Immediately upon the issue and allotment of the said equity shares by the Resulting Company, the existing paid-up share capital of Resulting Company, held by the Demerged Company and its nominees, will stand cancelled, extinguished and annulled.</p> <p>There will be no change in the shareholding pattern of the Demerged Company pursuant to the demerger.</p> <p>Further, as noted in Sl. No. 3 above, following the completion of issuance and allotment of shares of the Resulting Company to all the shareholders of the Demerged Company, there will be subsequent transfers of equity shares of the Companies <i>inter se</i> between certain members of the Promoter / Promoter Group, in accordance with and as set out in the Scheme. However, the promoter to public shareholding ratio in the Demerged Company and the Resulting Company pursuant to the Scheme will remain</p>



		unchanged from that in the Demerged Company.
5	In case of cash consideration – amount or otherwise share exchange ratio	Cash consideration - Not Applicable For share entitlement ratio, please see Sl No. 4.
6	Whether listing would be sought for the resulting entity.	Upon the issue and allotment of equity shares pursuant to the Scheme as mentioned in Sl. No. 4 above the shares of the Resulting Company are proposed to be listed on BSE Limited and National Stock Exchange of India Ltd.



BRIEF PROFILE OF MR. ANUJ KHANNA

Mr. Anuj Khanna, born in 1973, did his schooling from Modern School, Barakhamba Road, New Delhi, is a graduate in Electrical Engineering from Manipal Institute of Technology. He followed this with a two-year MBA program at the Stern School of Business at New York University. He has been working at C&S electric for 20 years in various capacities.

He started his career in C&S electric in the LV Components business where he worked in expanding the nationwide distribution network of more than 300 distributors. Later, he moved to the project-oriented businesses and was leading the Power Busbar and MV Switchgear divisions.

C&S Electric has been a leading diversified electrical engineering company for the past 55 years with activities in LV and MV Switchgear, Power Busbars, Lighting and final Distribution, Protection and Control, Standby Power Solutions. C&S Electric has a nationwide sales presence, manufacturing operations in 3 countries and sales in over 85 countries worldwide.

Post the divestment of C&S Electric Ltd to Siemens Ltd., the promoters have retained the MV Switchgear, Lighting Solutions and Standby Power businesses. These businesses are now held by a holding company under the name of Trimaster Pvt Ltd. The company Trimaster Pvt Ltd contains Operating businesses and Real Estate assets retained by the Khanna family and Mr. Anuj Khanna is a Shareholder, Promotor and Managing Director of the company.

Mr. Khanna has headed the Western U.P. office of CII for two years. He is a keen follower of energy policy and innovations, smart city governance and innovations and the emerging field of biotechnology. He is also an avid traveler, reader, and adventure sports enthusiast.

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "Dhampur Sugar Mills Limited" around the perimeter and a small star symbol at the bottom.