



**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)

### Compliance Report

It is hereby certified that the draft scheme of arrangement involving Dhampur Sugar Mills Limited and Dhampur Bio Organics Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Section 2(19AA) of Income Tax Act, 1961 does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) (“Circular”), including the following:

S.No	Reference	Particulars	Whether Complied or Not
1.	Regulation 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, Complied.
2.	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied.
<b>Requirements of the Circular</b>			
(a)	Para(1)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied. The documents are submitted along with Compliance Report.
(b)	Para(1)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the applicable conditions specified in Para 1(A)(3) in relation to schemes involving unlisted entities.
(c)	Para(1)(A)(4)(a)	Submission of Valuation Report	Valuation Report is not applicable as New Shares will be issued in the ratio of 1:1 and Resulting Company will have mirror shareholding of the Demerged Company. However, Share Entitlement Ratio Report of Anuradha Gupta, Registered Valuer – Securities and other Financial Assets, IBBI Registration No. IBBI / RV /02/2020/12790 is submitted.
(d)	Para(1)(A)(5)	Auditors Certificate regarding Compliance with Accounting Standards	Yes, Complied Certificate from Statutory Auditors Atul Garg & Associates, Chartered Accountants dated 07 <sup>th</sup> June, 2021, is submitted.
(e)	Para(1)(A)(9)	Provision of Approval of Public Shareholders through e-voting.	The requirement stated in Para(1)(A)(9)(a) are applicable and the company shall comply the same and provide e voting facility to all the shareholders to vote on the resolution



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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**For Dhampur Sugar Mills Limited**

**Aparna Goel**  
**Company Secretary and Compliance Officer**  
**Date: 10.06.2021**  
**Place: New Delhi**



**Gautam Goel**  
**Managing Director**



Certified that the transactions/accounting treatment provided in the draft scheme of arrangement involving Dhampur Sugar Mills Limited, Dhampur Bio Organics Limited and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

**For Dhampur Sugar Mills Limited**

**Nalin Kumar Gupta**  
**Joint Chief Financial Officer**



**Gautam Goel**  
**Managing Director**



**Date: 10.06.2021**  
**Place: New Delhi**