

Date: October 28, 2025

To,

**The Manager - Listing
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai - 400051
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/Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ("SEBI LODR Regulations")

In accordance with Regulation 30 of the SEBI LODR Regulations, we hereby inform you that the Board of Directors of the Company at its meeting held today, i.e., October 28, 2025, has considered and approved the execution of a share purchase agreement amongst the Company, Goel Investments Limited, Venus India Structured Finance Master Limited ("Seller") and Mr. Bhavesh Huns Biltoo of KPMG, appointed as the liquidator of the Seller ("SPA"), pursuant to which *inter alia* the Company proposes to purchase 4,72,87,537 equity shares of Venus India Asset-Finance Private Limited ("Target"), representing 51% of the issued and paid-up share capital of the Target, from the Seller ("Proposed Transaction"), subject to the completion of certain conditions as specified under the SPA, including the Target receiving the approval of the Reserve Bank of India under the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 for the proposed acquisition of more than 26% of the issued and paid-up share capital of the Target, a change in control of the Target and the change in more than 30% of the directors of the Target, pursuant to the Proposed Transaction.

The details as required under Regulation 30 of the SEBI LODR Regulations read with Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 issued by the Securities and Exchange Board are given below in **Annexure A**.

The board meeting commenced at 12:30 P.M and concluded at 03:15 P.M.

Thanking you,

Yours sincerely,

For and on behalf of Dhampur Sugar Mills Limited

**Name: Aparna Goel
Company Secretary & Compliance Officer
Membership No.: 22787**

Annexure A

Sr. No.	Particulars	Details								
a)	Name of the target entity, details in brief such as size, turnover etc	Venus India Asset-Finance Private Limited (“Target”) is incorporated as a private limited company under the provisions of the Companies Act, 1956 and has its registered office at 248, 2nd floor, Okhla Industrial Estate Phase – III New Delhi, India 110020. The corporate identity number of the Target is U65921DL1996PTC081630. The authorized share capital of the Target is INR 140,00,00,000 and the issued and paid-up share capital of the Target is INR 92,72,06,600. As per the latest audited financial statements of the Target for the financial year 2024-2025, details of its net-worth, turnover and profit after tax are as follows: <table><tr><td colspan="2">INR In Lacs</td></tr><tr><td>Net-worth</td><td>22817.61</td></tr><tr><td>Turnover</td><td>4219.81</td></tr><tr><td>Profit/ loss after tax</td><td>1494.19</td></tr></table>	INR In Lacs		Net-worth	22817.61	Turnover	4219.81	Profit/ loss after tax	1494.19
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b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The Proposed Transaction will not be considered a ‘related party transaction’ under the SEBI LODR Regulations and the Companies Act, 2013. Goel Investments Limited, a member of the promoter group of the Company, is also a party to the SPA and currently holds 18.24% of the issued and paid-up share capital of the Target. In accordance with the terms of the SPA, Goel Investments Limited proposes to purchase additional 2,48,19,192 equity shares of the Target from the Seller subject to the conditions set out in the SPA. After consummation of the Proposed Transaction, Goel Investments Limited will hold 45.01% of the issued and paid-up share capital of the Target. The Proposed Transaction will be consummated on an arm’s length basis subject to and in accordance with the terms set out in the SPA.								
c)	Industry to which the entity being acquired belongs	The Target is a non-deposit accepting non-banking financial institution (NBFC) registered with the Reserve Bank of India and is classified as a ‘Base Layer’ NBFC under the Master								

		Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. The Target is engaged in the business of providing short- and medium-term loans as general purpose finance to borrowers.
d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed investment is aimed at achieving growth and diversification beyond its core agribusiness operations. This initiative is designed to: • Broaden the company's revenue base by entering the financial services sector, which offers scalable and high-margin opportunities. • Capitalize on regulatory and market tailwinds favoring financial inclusion and NBFC expansion. This diversification is expected to enhance shareholder value by improving profitability, expanding market reach, and positioning the company for long-term sustainable growth across multiple sectors.
e)	Brief details of any governmental or regulatory approvals required for the acquisition	The Proposed Transaction is subject to the Target receiving the approval of the Reserve Bank of India under the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 in connection with the proposed acquisition of more than 26% of the issued and paid-up share capital of the Target, a change in control of the Target and the change in more than 30% of the directors of the Target, pursuant to the Proposed Transaction.
f)	Indicative time period for completion of the acquisition	The completion of the Proposed Transaction is subject to fulfilment of certain conditions precedent specified in the SPA, including the receipt of the regulatory approvals specified in row (e) above. The long stop date under the SPA for completion of the conditions precedent is 1 year from the date of execution of the SPA (i.e., 28th October 2025), or any other date as may be mutually agreed amongst the parties in writing.
g)	Consideration - whether cash consideration or share swap or any other form and details of the same	The Company is to pay the Seller an aggregate cash consideration of USD 5,508,713/- (Equivalent to approx. INR 50,00,00,000/- or thereabout – the actual INR amount is to be computed based on exchange rate prevailing at the time of actual remittance) for the purchase of 4,72,87,537

		equity shares of the Target from the Seller, subject to the terms of the SPA and applicable law.								
h)	Cost of acquisition and/or the price at which the shares are acquired	Please see row (g) above.								
i)	Percentage of shareholding / control acquired and / or number of shares acquired	The Company proposes to purchase 4,72,87,537 equity shares of the Target, representing 51% of the issued and paid-up share capital of the Target, from the Seller, subject to and in accordance with the terms and conditions of the SPA.								
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	The Target is incorporated on September 2, 1996 as a private limited company under the provisions of the Companies Act, 1956 and has its registered office at 248, 2nd floor, Okhla Industrial Estate Phase – III New Delhi, India 110020. The corporate identity number of the Target is U65921DL1996PTC081630. The Target is a non-deposit accepting non-banking financial institution (NBFC) duly registered with the Reserve Bank of India and is classified as a ‘Base Layer’ NBFC under the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. The Target is engaged in the business of providing short and medium term loans as general purpose finance to borrowers. The turnover of the Target over the last 3 financial years is as follows: <table><tr><th colspan="2">INR in Lacs</th></tr><tr><td>FY 2024-25</td><td>4219.81</td></tr><tr><td>FY 2023-24</td><td>3485.63</td></tr><tr><td>FY 2022-23</td><td>6594.97</td></tr></table>	INR in Lacs		FY 2024-25	4219.81	FY 2023-24	3485.63	FY 2022-23	6594.97
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