Dalmia
Bharat Sugar

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November 12, 2021

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
BSE Scrip Code: 500097

Listing Department
National Stock Exchange of India Limit
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051
NSE Scrip Symbol: DALMIASUG

Re: Summary of Proceedings and Voting Results of the Meeting of the Secured Creditors of Dalmia Bharat Sugar and Industries Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') held on November 10, 2021

Dear Sir(s)/ Ma'am,

Pursuant to the NCLT order pronounced on 22nd September, 2021 ("Order") in the Company Scheme Application No. CA / 52 / CAA / 2021, a meeting of Secured Creditors' of the Company was held on Wednesday, 10th November, 2021 at 2:00 p.m. ("Meeting"), to consider and if thought fit approve the Scheme of Amalgamation between Himshikhar Investment Limited and Dalmia Bharat Sugar and Industries Limited and their respective shareholders and creditors ("Scheme"). The meeting of the Secured Creditors was concluded at 2:45 PM.

In this regard, please find enclosed the following:

- Summary of the proceedings of the Meeting, as Annexure A;
- Voting results in respect of the matter transacted at the said Meeting, as Annexure B; and
- Report submitted by the Scrutinizer, Mr. S. Venkateswaran, Practicing Company Secretary as Annexure C.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at www.dalmiasugar.com and on the website of e-voting agency; www.kfintech.com.

You are requested to take the above on record.

Yours faithfully,
For Dalmia Bharat Sugar and Industries Limited

Aashhima V Khanna

Name: Aashhima V Khanna
Place: New Delhi
Date: November 12, 2021
Encl.: As above

Annexure A - Summary of proceedings of the Meeting of Secured Creditors of Dalmia Bharat Sugar and Industries Limited convened pursuant to the Orders, passed by the NCLT

The meeting of the Secured Creditors of the Company was convened on Wednesday, 10th November, 2021 at 2.00 p.m. (referred to as "Meeting"), pursuant to Order passed by the NCLT, for the purpose of considering and if thought fit, approving the proposed Scheme of Amalgamation between Himshikhar Investment Limited and Dalmia Bharat Sugar and Industries and their respective shareholders and creditors ("Scheme").

Ms. Aashhima V Khanna, Company Secretary, welcomed all the Secured Creditors attending the Meeting and briefed them on the procedure to be followed during the Meeting.

Mr. S. Vijayaraghavan, took the Chair and welcomed all the Secured Creditors attending the Meeting. After ascertaining quorum being present, the Chairman called the Meeting to Order.

Thereafter, with the permission of the Chair, Mr. Bharat Bhushan Mehta, CEO and Whole Time Director of the Company, gave a brief on the background, rationale and the benefits of the Scheme.

The following item set out in the Notice convening the said Meeting was put up for voting:

Item No.	Details of the Resolution
1.	To consider, and if thought fit, approve the Scheme of Amalgamation between Himshikhar Investment Limited and Dalmia Bharat Sugar and Industries and their respective shareholders and creditors ("Scheme")

The Chairman then informed the creditors that Mr. S Venkateswaran, Practicing Company Secretary was appointed by the NCLT as the Scrutinizer for the Meeting. He added that the Scrutinizer shall submit his consolidated report on the voting cast during the Meeting and the remote e-voting facility provided by the Company and the results declared along with the report of the Scrutinizer shall be submitted to the stock exchanges and placed on the website of the Company at www.dalmiasugar.com and on the website of e-voting agency www.kfintech.com.

The Chairman thanked the Secured creditors for attending the Meeting and declared the Meeting as concluded.

	DALMIA BHARAT SUGAR AND INDUSTRIES LTD
Date of the AGM/EGM	10-11-2021
Total number of Creditors on record date	4
No. of Creditors present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Creditors attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	3

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - The Scheme of Amalgamation between Himshikhar Investment Limited and Dalmia Bharat Sugar and Industries Limited and their respective shareholders and creditors be and is hereby approved.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of Amount held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Amount (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,80,37,34,757	2,62,19,59,532	93.5167	2,62,19,59,532	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,62,19,59,532	93.5167	2,62,19,59,532	0	100.0000	0.0000	0	0
	Total	2,80,37,34,757	2,62,19,59,532	93.5167	2,62,19,59,532	0	100.0000	0.0000	0	0

S. Venkateswaran Shop # 27, Golden Enclave, TNHB Complex, M Com BGL LLB FCS 180, Luz Church Road, Mylapore, Chennai - 600 004.
Practising Company Secretary Ph: +91 44 2466 3499 Mob: +91 94433 57974
csvenkateswaran.s@gmail.com

To
Mr. S Vijayaraghavan,
The Chairperson appointed by the Hon'ble NCLT, Chennai
Bench.

Subject: Consolidated Scrutinizer's Report of the result of meeting of Secured Creditors through (i) remote e-voting and (ii) e-voting conducted during the meeting in the matter of HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) and DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) before the National Company Law Tribunal, Chennai Bench.

Dear Sir,

This is to bring to your attention that, pursuant to the directions of the Hon'ble National Company Law Tribunal passed vide order dated September 22, 2021, I am required to monitor and scrutinize the voting process being undertaken through (i) remote e-voting and (ii) e – voting conducted during the meeting of the Secured Creditors of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company)(collectively referred to as "**E – Voting**")

On the basis of the E-Voting, I have prepared my report ("**Scrutinizer Report**") and hereby enclosed the same as an **Annexure 1**.

Thanking you,
Sd/-
Mr. VENKATESWARAN SAMBAMURTHY
Practicing Company Secretary

S. Venkateswaran Shop # 27, Golden Enclave, TNHB Complex, M Com BGL LLB FCS 180, Luz Church Road, Mylapore, Chennai - 600 004.
Practising Company Secretary Ph: +91 44 2466 3499 Mob: +91 94433 57974
csvenkateswaran.s@gmail.com

ANNEXURE 1

SCRUTINIZER REPORT

To,
Mr. S Vijayaraghavan,
The Chairperson appointed by the Hon'ble NCLT,
Chennai Bench,
For the Tribunal Convened meeting through remote e-voting and e – voting conducted during the meeting of the Secured Creditors of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED, on Wednesday, November 10, 2021 at 02:00 P.M.

Subject: Consolidated Scrutinizer's Report of the result of meeting of Secured Creditors through (i) remote e-voting and (ii) e-voting conducted during the meeting in the matter of HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) and DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) before the National Company Law Tribunal, Chennai Bench.

Dear Sir,

This is to bring to your attention that I, Venkateswaran Sambamurthy, Occupation: Practicing Company Secretary and having office at No.27 TNHB Complex, 180 Luz Church Road, Luz Corner, Mylapore Chennai – 600004 Tamil Nadu, India, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal (**"NCLT"/" Tribunal"**), Chennai Bench, vide order dated September 22, 2021. This appointment is with respect to the scrutiny of the meeting to be conducted for the Secured Creditors of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) through E-Voting, ending on Wednesday, November 10, 2021 at 02:00 P.M., under Sections 230 – 232 of the Companies Act, 2013. The meeting of the Secured Creditors of the Transferee Company had been directed to be conducted through E – Voting for securing the approval of the Scheme of Amalgamation of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) and HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) ("**Scheme**").

As the Scrutinizer, I am required to monitor and scrutinize the voting process being undertaken through remote e-voting, conducted from Monday, October 11, 2021 (9.00AM IST) to Tuesday, November 09, 2021 (5.00PM IST) and e – voting conducted during the meeting of the Secured Creditors of the Transferee Company on November 10, 2021 and submit the Scrutinizer Report on the result of voting process. Accordingly, vide discussions held on various dates with the Counsel of the Transferee Company, the Scheme was explained to me, as to be approved by the Secured

S. Venkateswaran Shop # 27, Golden Enclave, TNHB Complex, M Com BGL LLB FCS 180, Luz Church Road, Mylapore, Chennai - 600 004.
Practising Company Secretary Ph: +91 44 2466 3499 Mob: +91 94433 57974
csvenkateswaran.s@gmail.com

Creditors of the Transferee Company. Further, I have obtained all requisite assistance from persons well-versed with the electronic voting system, who are not related to the Transferee Company. Therefore, I am acquainted with the facts concerning the matter, and competent to submit this Scrutinizer Report.

E-VOTING PROCESS:

1. I was provided a registered account on the website of kfintech, to obtain daily information of the ongoing voting process. The information pertaining to the daily voting, by means of a Dashboard recording the access of the platform and voting in Real Time, the documents relied upon by the voters, relevant Board Resolutions and Authorization Letters as applicable, was exhibited to me.

2. The remote e-voting commenced on Monday, October 11, 2021 at 9:00AM IST and ended on Tuesday, November 09, 2021 at 5:00 PM IST after which the voting was automatically disbanded on the website of kfintech and no further votes were recorded by the system.

3. The e-voting was also made active during the meeting on November 10, 2021 held at 2:00 P.M. The e-voting commenced after conclusion of the meeting of Secured Creditors and remained active till 2:45 P.M., i.e, 15 minutes from the conclusion of the said Meeting. I unblocked the E-Voting results on the kfintech platform on November 10, 2021 at 2:50 P.M. and report was generated on the polled votes of Secured Creditors of the Transferee Company by the system. A 'PDF' copy of the report was also generated which is annexed as Exhibit '**A**' to my report. The reports generated in the system of kfintech were shared with me, via email immediately.

4. I have relied on the information provided by kfintech, with regard to details provided through the system generated reports. Subsequently, I had examined the said reports and bifurcated the votes polled "FOR" or "AGAINST" or "ABSTAIN".

RESULT OF THE E-VOTING:

Details of the votes casted by way of E-Voting with respect to the Resolutions proposed for the purpose of E-Voting ("**Resolutions**") are summarized below. The Resolutions as voted upon are reproduced below.

S. Venkateswaran Shop # 27, Golden Enclave, TNHB Complex, M Com BGL LLB FCS 180, Luz Church Road, Mylapore, Chennai - 600 004.
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RESOLUTION – to approve the arrangement embodied in the Scheme of Amalgamation of HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) with DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) and their respective Shareholders and Creditors.

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

REPORT ON THE RESULTS OF THE E-VOTING OF SECURED CREDITORS OF THE COMPANY ON THE RESOLUTION:

Net votes cast by the Secured Creditors:

Particulars	Number of Secured Creditors voted	No. of votes cast by them as per value of debt
Votes Casted Remote e-voting: E-voting:	3	2621959532
Less Votes Cast "Against" Cases	NIL	NIL
"Abstained" Cases	NIL	NIL
Net Votes Cast	3	2621959532

Votes cast by Secured Creditors **in favour** of the Resolution:

Number of Secured Creditors voted	Number of votes	Percentage
Remote e-voting: 3	2621959532*	100%
E-voting:	0	0

*Which constitutes 93.51% of the total value of Secured Credits as on 31.07.2021 (the cut-off date)

Votes cast by Secured Creditors **against** the Resolution:

Number of Secured Creditors voted	Number of votes	Percentage
Remote e-voting:	0	0
E-voting:	0	0

My responsibility as a scrutinizer is to ensure that the voting process, in all modes, is conducted in a fair and transparent manner and to render this Scrutinizer Report, based on the reports generated from the electronic voting platform provided by kfintech.

Accordingly, I hereby submit this Scrutinizer Report, reporting the results of the remote e-voting and e–voting conducted during the meeting of the Secured Creditors of the Transferee Company,

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conducted for the approval of the Scheme. As per the said results, the Resolution with respect to the same has been approved by the Secured Creditors of the Transferee Company without any modifications.

I request you to countersign this Scrutinizer Report and share with us the same to enable the Company to place it on its website and to comply with relevant provisions of Companies Act, 2013.

Place: Chennai
Date: 10.11.2021
UDIN: F003335C001395561

Sd/-

VENKATESWARAN SAMBAMURTHY
Practicing Company Secretary
FCS: 3335
COP: 11840