

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U15100UP2020PLC136939

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAKCR5540B

(ii) (a) Name of the company

DHAMPUR BIO ORGANICS LIM

(b) Registered office address

Sugar Mill Compound,
Village Asmoli
Sambhal
Moradabad
Uttar Pradesh
224224

(c) *e-mail ID of the company

investors@dhampur.com

(d) *Telephone number with STD code

917302318313

(e) Website

www.dhampur.com

(iii) Date of Incorporation

26/10/2020

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|--|-------|
| 1 | BSE Limited | 1 |
| 2 | National Stock Exchange of India Limited | 1,024 |

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

26/09/2022

(b) Due date of AGM

27/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

3

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|--|------------------------|---|------------------------------|
| 1 | C | Manufacturing | C1 | Food, beverages and tobacco products | 76.75 |
| 2 | C | Manufacturing | C6 | Chemical and chemical products, pharmaceuticals, medicinal chemical and | 2.97 |
| 3 | D | Electricity, gas, steam and air condition supply | D1 | Electric power generation, transmission and distribution | 17 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|--|------------------|
|------|---------------------|------------|--|------------------|

| | | | | |
|---|-------------------------------|--|------------|-----|
| 1 | Dhampur International Pte Ltd | | Subsidiary | 100 |
|---|-------------------------------|--|------------|-----|

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 91,600,000 | 66,387,590 | 66,387,590 | 66,387,590 |
| Total amount of equity shares (in Rupees) | 916,000,000 | 663,875,900 | 663,875,900 | 663,875,900 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 91,600,000 | 66,387,590 | 66,387,590 | 66,387,590 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 916,000,000 | 663,875,900 | 663,875,900 | 663,875,900 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 0 | 66,387,590 | 66387590 | 663,875,900 | 663,875,900 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify <div></div> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <div></div> | | | | | | |
| At the end of the year | 0 | 66,387,590 | 66387590 | 663,875,900 | 663,875,900 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|---|---|---|---|---|
| iii. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

| | | | |
|---|----------------------|--|----------------------|
| Date of registration of transfer (Date Month Year) <input type="text"/> | | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | | | |
|---|----------------------|--|----------------------|
| Date of registration of transfer (Date Month Year) <input type="text"/> | | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

15,408,815,533.24

(ii) Net worth of the Company

8,848,130,080.95

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 9,221,618 | 13.89 | 0 | |
| | (ii) Non-resident Indian (NRI) | 76,350 | 0.12 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 23,287,669 | 35.08 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 32,585,637 | 49.09 | 0 | 0 |

Total number of shareholders (promoters)

19

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 25,005,393 | 37.67 | 0 | |
| | (ii) Non-resident Indian (NRI) | 372,837 | 0.56 | 0 | |
| | (iii) Foreign national (other than NRI) | 1,041 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 217,801 | 0.33 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 300,000 | 0.45 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 4. | Banks | 129 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 5,676,883 | 8.55 | 0 | |
| 7. | Mutual funds | 141 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 1,943,006 | 2.93 | 0 | |
| 10. | Others AIF , Clearing Member, Trus | 284,722 | 0.43 | 0 | |
| | Total | 33,801,953 | 50.92 | 0 | 0 |

Total number of shareholders (other than promoters)

66,733

**Total number of shareholders (Promoters+Public/
Other than promoters)**

66,752

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

84

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---------------------|------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| THE BOARD OF REGEN | DEUTSCHE BANK AG, DB HOUSE H | | | 61,543 | 0 |
| ACADIAN EMERGING I | DEUTSCHE BANK AG, DB HOUSE H | | | 21,884 | 0 |
| EMERGING MARKETS | DEUTSCHE BANK AG, DB HOUSE H | | | 12,206 | 0 |
| EMERGING MARKETS | DEUTSCHE BANK AG, DB HOUSE H | | | 25,441 | 0 |
| ACADIAN EMERGING I | DEUTSCHE BANK AG, DB HOUSE H | | | 90,153 | 0 |
| GMO IMPLEMENTATIO | DEUTSCHE BANK AG, DB HOUSE H | | | 129,948 | 0 |
| ACADIAN EMERGING I | DEUTSCHE BANK AG, DB HOUSE H | | | 874,383 | 0.01 |
| PENSION RESERVES IN | DEUTSCHE BANK AG, DB HOUSE H | | | 223,499 | 0 |
| RUSSELL INVESTMENT | DEUTSCHE BANK AG, DB HOUSE H | | | 103,874 | 0 |
| DIMENSIONAL FUNDS | DEUTSCHE BANK AG, DB HOUSE H | | | 5,126 | 0 |
| GMO BENCHMARK - F | DEUTSCHE BANK AG, DB HOUSE H | | | 42,558 | 0 |
| ACADIAN EMERGING I | DEUTSCHE BANK AG, DB HOUSE H | | | 15,345 | 0 |
| ACADIAN EMERGING I | DEUTSCHE BANK AG, DB HOUSE H | | | 19,556 | 0 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|----------------------|------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| OREGON PUBLIC EMP | DEUTSCHE BANK AG, DB HOUSE H | | | 2,421 | 0 |
| CC& L Q GLOBAL EQU | DEUTSCHE BANK AG, DB HOUSE H | | | 52,237 | 0 |
| CC&L Q INTERNATIONAL | DEUTSCHE BANK AG, DB HOUSE H | | | 12,889 | 0 |
| CC & L Q GROUP GLOE | DEUTSCHE BANK AG, DB HOUSE H | | | 18,120 | 0 |
| GMO GLOBAL EQUITY | DEUTSCHE BANK AG, DB HOUSE H | | | 4,691 | 0 |
| GMO GLOBAL REAL RE | DEUTSCHE BANK AG, DB HOUSE H | | | 33,763 | 0 |
| TEXAS MUNICIPAL RE | DEUTSCHE BANK AG, DB HOUSE H | | | 93,553 | 0 |
| EMERGING MARKETS C | DEUTSCHE BANK AG, DB HOUSE H | | | 19,802 | 0 |
| AMERICAN CENTURY I | DEUTSCHE BANK AG, DB HOUSE H | | | 14,248 | 0 |
| ACADIAN EMERGING I | DEUTSCHE BANK AG, DB HOUSE H | | | 160,143 | 0 |
| DFA INTERNATIONAL | STANDARD CHARTERED BANK SEC | | | 5,316 | 0 |
| UBS FUND MANAGEM | STANDARD CHARTERED BANK SEC | | | 46,191 | 0 |

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 19 | 19 |
| Members (other than promoters) | 66,733 | 66,733 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 0 | 0 | 4 | 0 | 10.04 |
| B. Non-Promoter | 0 | 2 | 0 | 2 | 0 | 0 |
| (i) Non-Independent | 0 | 2 | 0 | 2 | 0 | 0 |

| | | | | | | |
|--|---|---|---|---|---|-------|
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 0 | 2 | 0 | 6 | 0 | 10.04 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|-----------------------|----------|-------------|--------------------------------|--|
| Mr. Vijay Kumar Goel | 00075317 | Director | 349,116 | |
| Mr. Ashok Kumar Goel | 00076553 | Director | 55,384 | 04/05/2022 |
| Mr. Gautam Goel | 00076326 | Director | 4,242,339 | |
| Mr. Gaurav Goel | 00076111 | Director | 2,016,904 | 04/05/2022 |
| Mr. Mukul Sharma | 00078995 | Director | 500 | 30/05/2022 |
| Mr. Nalin Kumar Gupta | 01670036 | Director | 1,026 | 30/05/2022 |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

10

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-----------------------|----------|--|---|--|
| Mr. Vijay Kumar Goel | 00075317 | Additional director | 08/04/2021 | Appointment as Additional Director |
| Mr. Ashok Kumar Goel | 00076553 | Additional director | 24/04/2021 | Appointment as Additional Director |
| Mr. Gautam Goel | 00076326 | Additional director | 24/04/2021 | Appointment as Additional Director |
| Mr. Gaurav Goel | 00076111 | Additional director | 24/04/2021 | Appointment as Additional Director |
| Mr. Vijay Kumar Goel | 00075317 | Director | 28/06/2021 | Change in Designation - Regularisati |
| Mr. Ashok Kumar Goel | 00076553 | Director | 28/06/2021 | Change in Designation - Regularisati |
| Mr. Gautam Goel | 00076326 | Director | 28/06/2021 | Change in Designation - Regularisati |
| Mr. Gaurav Goel | 00076111 | Director | 28/06/2021 | Change in Designation - Regularisati |
| Mr. Mukul Sharma | 00078995 | Director | 28/06/2021 | Change in Designation - Regularisati |
| Mr. Nalin Kumar Gupta | 01670036 | Director | 28/06/2021 | Change in Designation - Regularisati |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|----------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Extra-Ordinary General Mee | 10/04/2021 | 7 | 6 | 99 |
| Extra-Ordinary General Mee | 21/05/2021 | 7 | 7 | 100 |
| Annual General Meeting | 28/06/2021 | 7 | 7 | 100 |

B. BOARD MEETINGS

*Number of meetings held

9

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 01/04/2021 | 2 | 2 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 2 | 08/04/2021 | 2 | 2 | 100 |
| 3 | 24/04/2021 | 3 | 3 | 100 |
| 4 | 05/05/2021 | 6 | 4 | 66.67 |
| 5 | 28/05/2021 | 6 | 4 | 66.67 |
| 6 | 07/06/2021 | 6 | 6 | 100 |
| 7 | 03/08/2021 | 6 | 4 | 66.67 |
| 8 | 10/11/2021 | 6 | 4 | 66.67 |
| 9 | 12/02/2022 | 6 | 4 | 66.67 |

C. COMMITTEE MEETINGS

Number of meetings held

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | | | | | |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 26/09/2022 |
| | | | | | | | | (Y/N/NA) |
| 1 | Mr. Vijay Kum | 7 | 7 | 100 | 0 | 0 | 0 | Yes |
| 2 | Mr. Ashok Kur | 6 | 1 | 16.67 | 0 | 0 | 0 | Not Applicable |
| 3 | Mr. Gautam G | 6 | 6 | 100 | 0 | 0 | 0 | Yes |
| 4 | Mr. Gaurav G | 6 | 1 | 16.67 | 0 | 0 | 0 | Not Applicable |
| 5 | Mr. Mukul Sha | 9 | 9 | 100 | 0 | 0 | 0 | Not Applicable |
| 6 | Mr. Nalin Kum | 9 | 9 | 100 | 0 | 0 | 0 | Not Applicable |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☒ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

Number of other directors whose remuneration details to be entered

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

VIJAY
KUMAR
GOEL
Digitally signed by
VIJAY KUMAR GOEL
Date: 2022.11.23
11:13:21 +05'30'

DIN of the director

To be digitally signed by

Ashu
Rawat
Digitally signed by
Ashu Rawat
Date: 2022.11.23
11:13:37 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Final MGT-8 DBOL signed.pdf
Clarification Letter.pdf
List of FII FPI.pdf
List of Sharholders as on 31032022.pdf
Shareholders-MGT_7 23052022.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

To
Registrar of Companies
37/17, Westcott Building,
The Mall,
Kanpur – 208001

Subject: Clarification regarding Form MGT – 7

Dear Sir,

We wish to clarify the following points w.r.t. Annual Return Form MGT – 7:

1. Form MGT-7 is prepared taking into account Order of Hon'ble National Company Law Tribunal ("NCLT"), Allahabad Bench dated April 27, 2022 approving the Scheme of Arrangement between Dhampur Sugar Mills Limited ("Demerged Company") and Dhampur Bio Organics Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme of Arrangement/Scheme"). The Appointed date of Scheme is April 01, 2021.
2. As on March 31, 2022, the Company was an unlisted Public Company. However, pursuant to scheme of demerger, the shares of the Company got listed on the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited w.e.f. September 08, 2022.
3. In Para IV of the Form, the Details of Share Capital mentioned is as per approved Scheme, consequent to which the Authorised Share Capital of the Company was increased from 1,00,000 Equity shares of Rs. 10 each to 9,16,00,000 Equity shares of Rs. 10 each. Further, on 23rd May, 2022, the Board of Directors of the Company issued and allotted 6,63,87,590 Equity Shares of Rs. 10/- each to the shareholders of Demerged Company as on May 17, 2022 (record date) in the ratio of 1 (One) equity share of Rs. 10/- each (Rupees Ten only) in Resulting Company, credited as fully paid up for every 1 (One) equity share of Rs. 10/- (Rupees Ten only) each held by them in Demerged Company.
4. The ISIN of the Company is INE0I3401014.
5. In para VI of the Form, the Shareholding Pattern of the Company is reflecting Post demerger shareholding status of the Company i.e. as on the date of allotment of the Company, 23rd May, 2022 which is in line with the restated balance sheet of the Company. However, the pre-demerger shareholding as on March 31, 2022 of the Company is also attached in the Form as an attachment.

6. In Point VI(b) of Form, as per List of Shareholders as on 23.05.2022 (which is to be considered shareholding pattern as on 31.03.2022) provided by Registrar to Share and Transfer Agent of the Company, total number of shareholders were 66752. However, as per shareholding pattern uploaded on the stock exchanges pursuant to 31(1)(a) of the SEBI(LODR) Regulations, 2015 along with the website of the Company, total number of shareholders is 62082, which is due to consolidation of shareholding of public shareholders as well as promoter & promoter group which are having more than one folio on the basis of their PAN pursuant to the requirement of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017.
7. Two shareholders falling under the Promoter Category are holding shares in two demat accounts, those two shareholder's holding has been clubbed for the purpose of Share holding pattern intimated to the Stock Exchange as mentioned in Point 6 above. As a result, we are considering total number of shareholders (Promoters) as 19 in Point VI(a) of the Form MGT - 7.
8. The Company changed its status from the Private Company to Public Company w.e.f. April 22, 2021. Hence, the quorum for meetings conducted till April 21, 2021 were the presence of 2 directors.

You are requested to consider the same.

Thanking you

Yours faithfully

For Dhampur Bio Organics Limited

Ashu Rawat

Company Secretary

M. No. 22810

Address: 311, Sector 1, Type-III,
Sadiq Nagar, New Delhi - 110049



| S. No. | Name of FII / FPI | Details of FII / FPI | | | Address 1 | Address 2 | Address 3 | | | |
|--------|--|----------------------|------------|--------------------------------------|--------------------------------------|-----------------------------|-------------------------------|--|--|--------|
| | | Shares | Percentage | | | | | | | |
| 1 | THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM-ACADIAN ASSET MANAGEMENT | 61543 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 2 | ACADIAN EMERGING MARKETS EQUITY II FUND LLC | 21884 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 3 | EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY | 12206 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 4 | EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC | 25441 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 5 | ACADIAN EMERGING MARKETS PORTFOLIO | 901353 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 6 | GMO IMPLEMENTATION FUND A SERIES OF GMO TRUST | 129948 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 7 | ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC | 874383 | 0.01 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 8 | PENSION RESERVES INVESTMENT TRUST FUND - ACADIAN | 223499 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 9 | RUSSELL INVESTMENT COMPANY PLC - ACADIAN EMERGING MARKETS EQUITY UCITS II | 103874 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 10 | DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND | 5126 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 11 | GMO BENCHMARK - FREE FUND, A SERIES OF GMO TRUST | 42558 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 12 | ACADIAN EMERGING MARKETS MANAGED VOLATILITY EQUITY FUND LLC | 15345 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 13 | ACADIAN EMERGING MARKETS ALPHA PLUS FUND TRUST | 19556 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 14 | OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM MANAGED THROUGH DIMENSIONAL FUND ADVISORS LP | 2421 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 15 | CC&L Q GLOBAL EQUITY FUND | 52237 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 16 | CC&L Q INTERNATIONAL EQUITY FUND | 12889 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 17 | CC&L Q GROUP GLOBAL EQUITY FUND | 18120 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 18 | GMO GLOBAL EQUITY ALLOCATION INVESTMENT FUND, A SUB-FUND OF GMO FUNDS PLC | 4691 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 19 | GMO GLOBAL REAL RETURN (UCITS) FUND, A SUB-FUND OF GMO FUNDS PLC | 33763 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 20 | TEXAS MUNICIPAL RETIREMENT SYSTEM | 93553 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 21 | EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC | 19802 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 22 | AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF | 14248 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 23 | ACADIAN EMERGING MARKETS MICRO-CAP EQUITY MASTER FUND | 160143 | 0.00 | DEUTSCHE BANK AG, DB HOUSE | HAZARIMAL SOMANI MARG, | | P.O.BOX NO. 1142, FORT MUMBAI | | | 400001 |
| 24 | DFA INTERNATIONAL CORE EQUITY FUND | 5316 | 0.00 | STANDARD CHARTERED BANK | SECURITIES SERVICES, 3RD FLOOR | 23-25 MAHATMA GANDHI RO. | FORT, MUMBAI | | | 400001 |
| 25 | UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS | 46191 | 0.00 | STANDARD CHARTERED BANK | Securities Services, 3rd Floor | 23-25 MAHATMA GANDHI RO. | FORT, MUMBAI | | | 400001 |
| 26 | CC&L Q EMERGING MARKETS EQUITY FUND | 56563 | 0.00 | STANDARD CHARTERED BANK | SECURITIES SERVICES, 3RD FLOOR | 23-25 MAHATMA GANDHI RO. | FORT, MUMBAI | | | 400001 |
| 27 | DFA INTERNATIONAL VECTOR EQUITY FUND | 4176 | 0.00 | STANDARD CHARTERED BANK | SECURITIES SERVICES, 3RD FLOOR | 23-25 MAHATMA GANDHI RO. | FORT, MUMBAI | | | 400001 |
| 28 | CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND | 1135 | 0.00 | STANDARD CHARTERED BANK | SECURITIES SERVICES, 3RD FLOOR | 23-25 M.G. ROAD | FORT, MUMBAI | | | 400001 |
| 29 | CC&L Q GLOBAL SMALL CAP EQUITY FUND | 4698 | 0.00 | STANDARD CHARTERED BANK | SECURITIES SERVICES, 3RD FLOOR | 23-25 M.G. ROAD | FORT, MUMBAI | | | 400001 |
| 30 | GOLDMAN SACHS (SINGAPORE) PTE. - ODI | 16835 | 0.00 | STANDARD CHARTERED BANK | SECURITIES SERVICES OPERATIONS | 3RD FLOOR, 23-25, M.G. ROAD | FORT, MUMBAI, INDIA | | | 400001 |
| 31 | ALASKA PERMANENT FUND | 14831 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 32 | SA EMERGING MARKETS VALUE FUND | 2664 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 33 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE328-ACADIAN ASSETMA | 86255 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 34 | STATE OF WISCONSIN INVESTMENT BOARD - ACADIAN ASSET MANAGEMENT LLC (EMERGING EQUITY) | 23573 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 35 | VIRGINIA RETIREMENT SYSTEM MANAGED BY ACADIANASSET MANAGEMENT | 75389 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 36 | FLORIDA RETIREMENT SYSTEM - ACADIAN ASSET MANAGEMENT, INC. | 182529 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 37 | ACADIAN EMERGING MARKETS EQUITY FUND | 162246 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 38 | OPTIMUM FUND TRUST - OPTIMUM INTERNATIONAL FUND | 59731 | 0.00 | DEUTSCHE BANK AG | DB HOUSE, HAZARIMAL SOMANI MARG | POST BOX NO. 1142, FORT | MUMBAI | | | 400001 |
| 39 | ARFIN DIA | 69873 | 0.00 | ICICI BANK LTD | SMS DEPT 1ST FLOOR EMPIRE COMPLEX | 414 S B MARG LOWER PAREL | MUMBAI | | | 400013 |
| 40 | INDIA MAX INVESTMENT FUND LIMITED | 10000 | 0.00 | ICICI BANK LTD | SMS DEPT 1ST FLOOR EMPIRE COMPLEX | 414 S B MARG LOWER PAREL | MUMBAI MAHARASH | | | 400013 |
| 41 | IOOF INVESTMENT MANAGEMENT LIMITED AS RESPONSIBLE ENTITY FOR THE MULTIMIX WHOLESALE INTERNATIONAL | 82304 | 0.00 | BNP PARIBAS HOUSE | 1 NORTH AVENUE, MAKER MAXITY | BANDRA KURLA COMPLEX, BA | MUMBAI | | | 400051 |
| 42 | BNP PARIBAS ARBITRAGE - ODI | 201969 | 0.00 | BNP PARIBAS HOUSE | 1 NORTH AVENUE, MAKER MAXITY | BANDRA KURLA COMPLEX, BA | MUMBAI | | | 400051 |
| 43 | SOCIETE GENERALE - ODI | 6530 | 0.00 | SBI-SG GLOBAL SECURITIES SERVICES PL | JEVAN SEVA EXTENSION BUILDING | GROUND FLOOR 5 V ROAD | SANTACRUZ WEST MI | | | 400054 |
| 44 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 51043 | 0.00 | HSBC SECURITIES SERVICES | 11TH FLOOR, BLDG 3, NESCO - IT PARK | NESCO COMPLEX, W E HIGHW | GOREGAON (EAST), M | | | 400063 |
| 45 | SEI TRUST COMPANY, AS TRUSTEE ON BEHALF OF THE ACADIAN EMERGING MARKETS EQUITY CIT FUND | 45588 | 0.00 | HSBC SECURITIES SERVICES | 11TH FLOOR, BLDG 3, NESCO - IT PARK | NESCO COMPLEX, W E HIGHW | GOREGAON (EAST), M | | | 400063 |
| 46 | AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS VALUE ETF | 1877 | 0.00 | HSBC SECURITIES SERVICES | 11TH FLR, BLDG NO.3, NESCO - IT PARK | NESCO COMPLEX, W E HIGHW | GOREGAON EAST, MU | | | 400063 |
| 47 | BNS ASIA LIMITED | 9053 | 0.00 | HSBC SECURITIES SERVICES | 11TH FLR, BLDG NO.3, NESCO - IT PARK | NESCO COMPLEX, W E HIGHW | GOREGAON EAST, MU | | | 400063 |
| 48 | EMERGING MARKETS MID-SMALL CAP ACTIVE EQUITY FUND | 47915 | 0.00 | HSBC SECURITIES SERVICES | 11TH FLR, BLDG NO.3, NESCO - IT PARK | NESCO COMPLEX, W E HIGHW | GOREGAON EAST, MU | | | 400063 |
| 49 | FIS GROUP COLLECTIVE INVESTMENT TRUST - FIS GROUP NON-US INTERNATIONAL SMALL CAP FUND | 37572 | 0.00 | HSBC SECURITIES SERVICES | 11TH FLR, BLDG NO.3, NESCO - IT PARK | NESCO COMPLEX, W E HIGHW | GOREGAON EAST, MU | | | 400063 |
| 50 | CC&L Q EMERGING MARKETS EQUITY UCITS FUND, A SUB-FUND OF CONNOR, CLARK & LUNN UCITS ICAP | 32521 | 0.00 | HSBC SECURITIES SERVICES 11TH FLOOR | BLDG 3 NESCO IT PARK NESCO COMPLEX | W E HIGHWAY GOREGAON E | MUMBAI | | | 400063 |
| 51 | SPDR S&P EMERGING MARKETS SMALL CAP ETF | 25883 | 0.00 | HSBC SECURITIES SERVICES 11TH FLOOR | BLDG 3 NESCO IT PARK NESCO COMPLEX | W E HIGHWAY GOREGAON E | MUMBAI | | | 400063 |
| 52 | ST. JAMES'S PLACE BALANCED MANAGED UNIT TRUST MANAGED BY GRANTHAM, MAYO, VAN OTTERLOO & CO. LLC | 205666 | 0.00 | HSBC SECURITIES SERVICES 11TH FLOOR | BLDG 3 NESCO IT PARK NESCO COMPLEX | W E HIGHWAY GOREGAON E | MUMBAI | | | 400063 |
| 53 | CITY OF NEW YORK GROUP TRUST | 515258 | 0.00 | HSBC SECURITIES SERVICES 11TH FLOOR | BLDG 3 NESCO IT PARK NESCO COMPLEX | W E HIGHWAY GOREGAON E | MUMBAI | | | 400063 |
| 54 | BUMA-UNIVERSAL FUNDS I | 30450 | 0.00 | JPMORGAN CHASE BANK N.A. | INDIA SUB CUSTODY | 6TH FLOOR, PARADIGM B | MINDSPACE, MALAD | | | 400064 |
| 55 | STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL | 57106 | 0.00 | JPMORGAN CHASE BANK N.A. | INDIA SUB CUSTODY | 6TH FLOOR, PARADIGM B | MINDSPACE, MALAD | | | 400064 |
| 56 | GLOBAL ALL CAP ALPHA TILTS FUND | 55793 | 0.00 | JPMORGAN CHASE BANK N.A. | INDIA SUB CUSTODY, 6th FLOOR, | PARADIGM B, MINDSPACE, MA | MUMBAI | | | 400064 |
| 57 | PREMIER INVESTMENT FUND LIMITED | 8500 | 0.00 | C/O KOTAK MAHINDRA BANK LIMITED | KOTAK INFINITI, BLDG NO.21, 6TH FLR | ZONE IV, CUSTODY SERV, INFI | GEN. AK VAIDYA MAR | | | 400097 |
| 58 | AEGIS INVESTMENT FUND | 100000 | 0.00 | C/O KOTAK MAHINDRA BANK LIMITED | KOTAK INFINITI, BLDG NO.21, 6TH FLR | ZONE IV, CUSTODY SERV, INFI | GEN. AK VAIDYA MAR | | | 400097 |
| 59 | LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM | 5696 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 60 | THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY | 121578 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 61 | EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFA) | 377866 | 0.01 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 62 | EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC. | 26038 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 63 | UTAH STATE RETIREMENT SYSTEMS | 2232 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 64 | CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN | 10301 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 65 | DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST | 236 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 66 | DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST | 7819 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 67 | THE NOMURA TRUST AND BANKING CO., LTD. RE NOMURA - ACADIAN GLOBAL EMERGING MARKETS EQUITY FUND IV | 21063 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 68 | DIMENSIONAL EMERGING MARKETS VALUE FUND | 201053 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 69 | LSV EMERGING MARKETS SMALL CAP EQUITY FUND, LP | 282700 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 70 | OPSEU PENSION PLAN TRUST FUND | 39069 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 71 | WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC. | 11450 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 72 | WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC. | 16263 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 73 | JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST | 2503 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 74 | JOHN HANCOCK FUNDS II EMERGING MARKETS FUND | 2251 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 75 | EAM EMERGING MARKETS SMALL CAP FUND, LP | 323421 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 76 | EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO | 10271 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 77 | EMERGING MARKETS TARGETED VALUE PORTFOLIO | 5029 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 78 | WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC. | 79197 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 79 | FIDELITY RUTLAND SQUARE TRUST II STRATEGIC ADVISERS EMERGING MARKETS FUND AS MANAGED BY ACADIAN AS | 28099 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 80 | WISDOM TREE ISSUER PLC - WISDOM TREE EMERGING MARKETS SMALLCAP DIVIDEND UCITS ETF | 1043 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 81 | MONETARY AUTHORITY OF SINGAPORE ACCOUNT 1 | 60460 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 82 | DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST | 4379 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 83 | DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST | 18713 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |
| 84 | EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC. | 7837 | 0.00 | CITIBANK N.A. CUSTODY SERVICES | FIFC- 9TH FLOOR, G BLOCK | PLOT C-54 AND C-55, BKC | BANDRA - EAST, MUN | | | 400098 |



Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Dhampur Bio Organics Limited (CIN: U15100UP2020PLC136939)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;

During the period under review, the Company was unlisted Public Company; Company limited by Shares; Indian Non-Government Company.

Pursuant to Scheme of Arrangement between Dhampur Sugar Mills Limited (Demerged Company) and Dhampur Bio Organics Limited (Resulting Company) and their respective shareholders and creditors (Scheme of Arrangement), the equity shares of the Company has been listed on both the recognized stock exchanges namely BSE Limited and National Stock Exchange of India Limited on 8th September, 2022.

2. maintenance of registers/records & making entries therein within the time prescribed thereof;



The Company has maintained its registers / records in compliance with the provisions of Companies Act, 2013 and entries are made within the prescribed time.

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time; (*As per Annexure 1*).
4. calling/convening/holding meetings of Board of Directors / Committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed. The details of meetings held during the year; (*As per Annexure 2*).
5. closure of Register of Members / Security holders;
During the year under review, the Company was an Unlisted Public Company, Hence, it was not required to close its Register of Members/Security Holders.
6. advances and loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;
During the year under review, the Company has not granted any advances and loans to its directors and/or persons or firms or companies referred in Section 185 of the Act.
7. contracts and arrangements with related parties as specified in Section 188 of the Act;
The Company has entered into related party transactions in compliance with Section 188 of Companies Act, 2013.
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;



During the period under review, the company has not issued and allotted any securities.

Pursuant to effectiveness of Scheme of Arrangement vide order of Hon'ble NCLT dated 27th April, 2022 which became effective from 3rd May, 2022, the Board of Directors of the Company on 23rd May, 2022 allotted 6,63,87,590 equity shares to the shareholders of the Demerged Company as on 17th May, 2022 (record date).

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

The Company has not kept in abeyance the right to dividend etc. pending registration of transfer of shares in compliance with the provisions of the Act.

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;

The Company has not declared dividend during the financial year under review and was also not required to transfer any amount to Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and(5) thereof;

The Company has complied with the provisions of Section 134 of Companies Act, 2013.

12. constitution, appointment and disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

The Board of Directors is duly constituted with the provisions of Companies Act, 2013 and no remuneration has been paid during the year under review.



13. appointment of auditors as per the provisions of Section 139 of the Act;

The auditors have been appointed in compliance with the provisions of Section 139 of Companies Act, 2013.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

During the year under review, the Company had filed joint application on 4th October, 2021 to Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT) for approval of Scheme of Arrangement which was approved by the NCLT vide its order dated 27th April, 2022.

For the approval of the above mentioned Scheme, the Company on:

- i. 18th February, 2022 has served a copy of the Application along with all annexures to Regional Director (Northern Region) for its representation within stipulated period, which was duly received by NCLT on 31st March, 2022.
- ii. 22nd February, 2022 has served a copy of the Application along with all annexures to Income Tax Department for its representation within stipulated period, which was duly received by NCLT on 25th February, 2022.

Apart from above mentioned approval, the Company has filed various e-forms to the concerned Registrar of Companies and received approvals relating to the same.

15. acceptance/ renewal/ repayment of deposits:

The Company has not accepted any deposits during the year.



16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

The borrowings have been made in compliance with the provisions of Companies Act, 2013.

Further, no charge has been created or modified or satisfied by the company during the year under review.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

The Company has not made any loans or given guarantees or provided securities nor made any investment during the period under review with the provisions of section 186 of Companies Act, 2013. However, pursuant to Scheme of Arrangement which became effective from 3rd May, 2022, Dhampur International PTE Limited became the wholly owned subsidiary of the Company.

18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company;

During the year under review, the Company at its Extra Ordinary General Meeting (EGM) held on 10th April, 2021 altered its Object clause in order to carry on the business of dealing and in manufacturing of sugar, power and industrial alcohol, ethanol, chemicals and potable alcohol. The same was approved by the Registrar of Companies, Kanpur on 20th April, 2021.

Further, the shareholders provided their consent to change of name of the Company from "RMSD Enterprises Private Limited" to "Dhampur Bio Organics Private Limited" as well as conversion of Company from Private Limited to Public Limited. Fresh Certificate of Incorporation pursuant to change of name was issued by the Registrar of Companies, Kanpur on 21st April, 2021 and for conversion of Company from Private Limited to Public Limited was issued on 22nd April, 2021.



At EGM held on 13th May, 2022, the company amended Clause 24B of the Articles of Association so as to include detailed clauses related to dematerialization of shares.

For GSK & Associates
Company Secretaries
FRN: P2014UP036000



Saket Sharma
Partner

FCS: 4229

C.P.: 2565

PR No. 2072/2022

UDIN: F004229D001551236

Date: 08.11.2022

Place: Kanpur

Annexure-1

| Form | Date of Event | Details of Filing |
|--------|---------------|-----------------------|
| ADT-1 | 23.11.2020 | 28.05.2021/ T20506663 |
| DIR-12 | 31.03.2021 | 01.04.2021/ T11168796 |
| MGT-6 | 02.04.2021 | 09.04.2021/ T12823654 |
| DIR-12 | 08.04.2021 | 09.04.2021/ T12831723 |
| MGT-14 | 08.04.2021 | 13.04.2021/ T13524897 |
| MGT-14 | 10.04.2021 | 13.04.2021/T13526504 |
| INC-24 | 10.04.2021 | 13.04.2021/T13575733 |
| INC-27 | 10.04.2021 | 22.04.2021/T15270770 |
| INC-22 | 10.04.2021 | 22.04.2021/ T15271679 |
| MGT-14 | 24.04.2021 | 18.05.2021/T19336049 |



| | | |
|------------|------------|-----------------------|
| DIR-12 | 24.04.2021 | 01.06.2021/T20921391 |
| MGT-14 | 24.04.2021 | 20.07.2021/ T31570062 |
| MGT-14 | 21.05.2021 | 07.07.2021/ T29794401 |
| MGT-14 | 28.05.2021 | 04.08.2021/ T34011346 |
| MGT-14 | 07.06.2021 | 17.06.2021/ T23402720 |
| DIR-12 | 28.06.2021 | 07.07.2021/ T29794302 |
| ADT-1 | 28.06.2021 | 19.07.2021/T31441918 |
| AOC-4 XBRL | 28.06.2021 | 26.07.2021/T32526782 |
| MGT-7 | 28.06.2021 | 13.08.2021/T35447457 |
| GNL-2 | 23.09.2021 | 13.10.2021/T54228796 |
| GNL-2 | 04.02.2022 | 17.02.2022/T81653032 |



Annexure-2

| Sr. No. | Type of Meeting | Date of Meeting |
|---------|--------------------------------|-----------------|
| 1 | Board Meeting | 01.04.2021 |
| 2 | Board Meeting | 08.04.2021 |
| 3 | Board Meeting | 24.04.2021 |
| 4 | Board Meeting | 05.05.2021 |
| 5 | Board Meeting | 28.05.2021 |
| 6 | Board Meeting | 07.06.2021 |
| 7 | Board Meeting | 03.08.2021 |
| 8 | Board Meeting | 10.11.2021 |
| 9 | Board Meeting | 12.02.2022 |
| 10 | Extra-Ordinary General Meeting | 10.04.2021 |
| 11 | Extra-Ordinary General Meeting | 21.05.2021 |
| 12 | Annual General Meeting | 28.06.2021 |

