



DHAMPUR BIO ORGANICS LIMITED

Registered Office : Sugar Mill Compound, Village Asmoli, Sambhal, Moradabad, UP-244304

Tel: +91-7302318313, **E-mail:** investors@dhampur.com,

Website: www.dhampur.com, **CIN:** L15100UP2020PLC136939

NOTICE TO SHAREHOLDERS

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM" or "Meeting") of Dhampur Bio Organics Limited ("the Company") will be held on Monday, May 18, 2026 at 04:00 P.M. through two-way Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1

TRANSFER OF BUSINESS UNDERTAKING ON SLUMP SALE BASIS

To consider, and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the Memorandum of Association (MoA) and Articles of Association (AoA) of Dhampur Bio Organics Limited (the "Company"), Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, circulars and notifications issued thereunder, as amended from time to time, Regulation 37A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, and any other applicable provisions, if any, including any amendments, statutory modifications or re-enactments for the time being in force and based on the approval and recommendation of the Audit Committee and Board of Directors of the Company, and subject to the consents, approvals, permissions and sanctions of the appropriate authorities and third parties, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board, to sell and transfer the Meerganj Business/ Undertaking / Unit as a going concern by way of slump sale, as defined under section 2(103A) of the Income Tax Act, 2025, without values being assigned to the individual assets and liabilities, wherein the term 'Meerganj Business/Undertaking' or 'Meerganj Unit' shall mean collectively the business undertaking of the Company as a going concern conducted by the Company at the sugar factory located at Meerganj, Bareilly, Uttar Pradesh and includes the sugar factory along with all assets, and liabilities free from all encumbrances pertaining to the said unit, as identified, and as set out in the Business Transfer Agreement ("BTA") executed between the Company and Forever Global Enterprises Limited ("Buyer"), for a lump sum cash consideration of Rs. 305,00,00,000 (Indian Rupees Three Hundred and Five Crore), on the basis of report of independent valuer, with effect from such date, in such manner and on such terms and conditions as specified in the BTA.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s),

agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and is authorized to execute any papers, agreements, documents, deeds or writings including memorandums, deeds of assignment/transfer/conveyance, power of attorney, transition services agreements, escrow agreements and any other documents with such modifications as may be necessary to be executed in relation to the transfer and vesting of the Meerganj Undertaking and to make applications and filings to competent authorities as required, for the purpose of obtaining all approvals and sanctions as required to be obtained by the Company in this regard.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale and transfer of the Meerganj Undertaking as they may in their absolute discretion deem fit whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be delivered to concerned person(s) and/or authority(ies) in the matter under the signatures of any of the Directors or Company Secretary of the Company."

ITEM NO. 2

CHANGE IN DESIGNATION AND CATEGORY OF MR. SANDEEP KUMAR FROM EXECUTIVE TO NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and any other applicable provision(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and all other statutory approvals, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and Board of Directors of the Company, the Consent of the Members be and is hereby accorded for the change in designation and category of Mr. Sandeep Kumar (DIN: 06906510) from Whole-time Director to Non-Executive Non-Independent Director of the Company, liable to retire

by rotation, with effect from May 5, 2026 eligible for sitting fees and other remuneration as may be decided by Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they consider be necessary, proper or desirable or expedient to give effect to the above resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required."

ITEM NO. 3

REGULARISATION OF MR. NALIN KUMAR GUPTA AS DIRECTOR OF THE COMPANY

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and any other applicable provision(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") and all other statutory approvals, as may be required, Mr. Nalin Kumar Gupta (DIN: 01670036) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 5, 2026, being eligible for appointment has consented to act as a Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Board of the Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they consider be necessary, proper or desirable or expedient to give effect to the above resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required."

ITEM NO. 4

APPOINTMENT AND REMUNERATION OF MR. NALIN KUMAR GUPTA AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and any other applicable provision(s) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("Listing Regulations") and all other statutory approvals, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), approval of Board of Directors of the Company, the Consent of Members of the Company be and is here by accorded for appointment of Mr. Nalin Kumar Gupta (DIN: 01670036), as Whole Time Director of the Company for a term of 3 (Three) years with effect from May 5, 2026 till May 4, 2029.

RESOLVED FURTHER THAT the yearly remuneration, allowance and perquisites to be paid to Mr. Nalin Kumar Gupta, as Whole Time Director, for a period of 3 (Three) years with effect from May 5, 2026 are as under:

Remuneration:

Basic Salary: With effect from May 5, 2026, Rs. 44,55,240/- per annum, to be paid on monthly basis (In grade of upto 10% increase every year).

House Rent Allowance/ Company provided accommodation: Rs. 22,27,620/- per annum (In grade of upto 10% increase every year).

Annual Variable Pay: Performance linked Variable Pay shall be determined and paid based on the performance parameters laid out in the Company's Variable Pay Plan.

Perquisites:

Leave Encashment: As per Company Policy.

Leave Travel Allowance: For self and family once a year to the extent of one month salary once in a year.

Other Allowances: Rs. 18,30,732/- per year (Bonus, Children Education Allowance, Professional Development Allowance and servant allowance) (In grade of upto 10% increase every year)

Conveyance: Company maintained vehicle(s) with driver.

ESOP: The value of Employees Stock Options that granted/may be granted as per ESOP Schemes of the Company, from time to time, shall be in addition to the above remuneration.

Others: (Not to be treated as perquisites)

Provident Fund: Employer's contribution to Provident Fund to the extent not taxable under the Income-Tax Act, 1961, as per applicability.

Gratuity: At the rate of half month's salary for each completed year of service as applicable in The Payment of Gratuity Act, 1972, as per applicability

RESOLVED FURTHER THAT during the tenure of his appointment, Mr. Nalin Kumar Gupta will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of aforesaid term of Mr. Nalin Kumar Gupta, the abovementioned remuneration comprising salary, perquisites and benefits shall be paid as minimum remuneration to him.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper, desirable or expedient to give effect to the above resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required."

By the order of the Board
For **Dhampur Bio Organics Limited**

Sd/-
Ashu Rawat
Company Secretary
M. No. A22810

Place: New Delhi

Date: April 20, 2026

NOTES:

I. GENERAL INFORMATION

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, read with General Circular No. 14/2020 dated April 08, 2020 and earlier circulars issued by the Ministry of Corporate Affairs (MCA) ("MCA Circulars") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the members at a common venue. Hence, members can attend and participate in the ensuing EGM through VC/OAVM.

In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Members are requested not to visit Corporate Office/ Registered Office to attend the EGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Special Business(es) to be transacted at the Extra Ordinary General Meeting as set out in the Notice is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint their authorised representatives to attend the EGM through VC / OAVM and participate thereat and cast their votes through e-voting.
4. Since the EGM will be held through VC/OAVM, the route map of the venue of the meeting is also not annexed hereto.
5. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. Brief Profile under sub-regulation (3) of Regulation 36 of the Listing Regulations and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director(s) seeking appointment at Extra Ordinary General Meeting forms part of this notice.

7. In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM is sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling the EGM is also available on the Company's website www.dhampur.com and website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) at www.evoting.nsdl.com.
8. For receiving all communication (including Annual Report, Notices, Circulars etc.) from the Company electronically, members holding shares in dematerialised mode are requested to register / update their email addresses and other relevant details with the relevant Depository Participant.
9. The Company has issued shares in dematerialised form only. The shareholders who were holding physical shares in the Demerged Company and have not submitted their demat account details with the Company and/ or Registrar and Transfer Agent, their shares have been transferred to such shareholders are requested to update details of their demat account along with the copy of their Client Master List (CML) with the Registrar and Transfer Agent of the Company i.e. M/s Alankit Assignments Limited (CIN: U74210DL1991PLC042569) at ra@alankit.com and/or to the Company at investors@dhampur.com.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) to be transacted at the EGM. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by National Securities Depository Limited (NSDL).

II. PROCEDURE FOR INSPECTION OF DOCUMENTS

1. All relevant documents referred to in the Notice and Explanatory Statement will be available electronically for inspection during the Meeting.
2. Members, seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before May 05, 2026 through email on investors@dhampur.com. The same will be replied by the Company suitably.

III. INSTRUCTIONS FOR ATTENDING THE EGM AND ELECTRONIC VOTING

A. PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

1. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by NSDL at www.evoting.com.

- [nsdl.com](https://www.nsdl.com) by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's EGM.
2. Members who do not have the User ID and/or Password for e-voting or have forgotten the User ID and/or password may retrieve the same by following the remote e-voting instructions mentioned below in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
 3. Members may join the EGM through VC/OAVM, 15 minutes before the scheduled time to start the EGM following the procedure mentioned in the Notice below. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
 4. Members who would like to ask questions during the EGM with regard to any matter to be placed at the EGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company's e-mail address investors@dhampur.com in at least 48 hours in advance before the start of the EGM. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the EGM.
 5. The Company reserves the right to restrict the number of speakers at the EGM.
- B. VOTING THROUGH ELECTRONIC MEANS:**
- The remote e-voting period begins on Thursday, May 14, 2026 at 09:00 A.M and ends on Sunday, May 17, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, May 11, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being May 11, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

| Type of shareholders | Login Method |
|----------------------|--------------|
|----------------------|--------------|

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



- | | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
|--|--|

| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaket.associates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Assistant Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@dhampur.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link

of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Instructions:

- IV. Persons who have acquired shares and became Member of the Company after the dispatch of the Notice of the EGM but before the cut-off date of May 11, 2026, may obtain their user ID and password for e-voting from the Company or NSDL. If the member is already registered with NSDL e-voting platform then he can use existing User ID and password for casting the vote through remote e-voting.
- V. Mr. Saket Sharma, Partner, M/s GSK & Associates, Company Secretaries (Membership No. F4229, C.P.No.2565), has been appointed as the Scrutinizer, to scrutinize the voting process (electronically or otherwise) for the Extra Ordinary General Meeting (EGM) of the Company in a fair and transparent manner and submit a Consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.
- VI. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on

the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.

- VII. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.dhampur.com , on the website of the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com, within two working days of passing of Resolutions at the Extra Ordinary General Meeting of the Company.

IEPF RELATED INFORMATION:

Members are requested to note that, pursuant to scheme of demerger, the shareholders whose shares and/or dividend have been transferred to Investor Education and Protection Fund (IEPF), may write to the Company/ RTA for advising the procedure for Claiming the shares / dividend from IEPF Authorities. On the shareholder/ Claimant complying with the procedure advised and is submitting the required documents, the Company shall issue Entitlement Letter. The Members can submit the Entitlement Letter alongwith Form IEPF 5 and other required documents as mentioned at www.iepf.gov.in and claim their shares from IEPF Authority

As on March 31, 2026, 2,17,644 equity shares of the Company are lying in the Investor Education and Protection Fund Authority (IEPFA).

In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their e-mail addresses with the Registrar and Transfer Agent of the Company i.e. M/s Alankit Assignments Limited (in case the e-mail addresses are not updated) and with Depository Participants (in case the shares are held in demat mode) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

TRANSFER OF BUSINESS UNDERTAKING ON SLUMP SALE BASIS

Background: Dhampur Bio Organics Limited (the "Company") has 3 Business Undertakings located at Asmoli, Mansurpur and Meerganj, in the State of Uttar Pradesh, of which, the business undertaking at Meerganj ("Meerganj Unit") is the only unit which produces plantation white sugar and raw sugar.

The Company has been steadily moving towards "premiumization" of its core sugar portfolio and increasing its market share in the value added segment of refined sugars and other value-added products. The Company has also increased its overall sales in packaged and branded sugar and other products, along with a steady growth in its domestic spirits business. With this background, the Board explored the opportunity to transfer the Meerganj Unit by way of slump sale.

With this view it is proposed to transfer the Meerganj Unit by way of slump sale in accordance with the provisions of Section 2(103A) of the Income Tax Act, 2025 or otherwise as may be decided by the Board. The Meerganj Unit comprises of all assets and liabilities of Meerganj unit at district Bareilly (Uttar Pradesh) including sugar manufacturing plant, mill and powerhouse, other plant and machinery, land and building of the factory, godowns and residential units for staff within the factory campus.

The Board of Directors of the Company at its meeting held on April 20, 2026 has, subject to the approval of the shareholders and other regulatory approvals as may be required, approved the proposed transfer of the Company's Business Undertaking to Forever Global Enterprises Limited ("Buyer"), for a lumpsum consideration of Rs. 305,00,00,000 (Rupees Three Hundred and Five Crore) subject to the terms and conditions mentioned in Business Transfer Agreement dated April 20, 2026 executed between the Company and Buyer.

The Audit Committee of the Company, at its meeting held on April 20, 2026, considered the proposal for the proposed slump sale and took note of the valuation report by an independent registered valuer to determine the fair value of the undertaking. The Committee believes that the consideration is fair and reasonable and in the best interests of the Company and its shareholders.

Object and Commercial Rationale: The Board believes successfully transferring the Meerganj Unit will ensure that the Company maintains a strong focus on growth of its high margin and value-added businesses and simultaneously result in the company becoming cash surplus and net debt free. The realized funds from the transfer of the Meerganj Unit will provide the Company with the flexibility to seize future growth opportunities as they arise and will help to minimise risks associated with market volatility or unforeseen financial challenges. This will further allow the Company to improve its financial health, retire certain borrowings and focus on value added high margin products and to allow management to allocate resources towards derisking the debt-equity ratio and more effectively operating the other two units of the

Company. Thereby, the Board and management believe this surplus cash position along with greater focus on premiumization and value addition will further enhance the overall operating margins and overall business performance and create greater value for the shareholders of the Company.

Utilisation of proceeds: The sale proceeds of transfer of the Meerganj Unit will be primarily used to repay and optimise Company's debts, keep financial corpus available for investment in future high growth opportunities and thereby improve the overall financial efficiency of the Company.

Requirement of member's Approval: In terms of Section 180(1) (a) of the Companies Act, 2013 ("Companies Act") the approval of the members of a company is required by way of a special resolution to sell or otherwise, dispose of or otherwise transfer the whole or substantially the whole of any undertaking.

Meerganj Unit falls under the definition of undertaking defined under explanation (i) of clause (a) of sub section 1 of section 180 of the Companies Act and hence the approval of the members of the Company by way of a special resolution in terms of Section 180(1)(a) of the Companies Act, 2013 read with Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is being sought.

Additionally, in compliance with Regulation 37A of the Listing Regulations, special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by public shareholders against the resolution and that no public shareholder shall vote on the resolution if he is a related party, directly or indirectly, to such sale or otherwise disposal of the whole or substantially the whole of the undertaking of the listed entity.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2

CHANGE IN DESIGNATION AND CATEGORY OF MR. SANDEEP KUMAR FROM EXECUTIVE TO NON-EXECUTIVE DIRECTOR OF THE COMPANY

Appointment of Mr. Sandeep Kumar as Whole-time Director of the Company for a period of one year with effect from May 5, 2025, including terms of remuneration payable to him during his tenure as Whole-time Director of the Company was approved by the Shareholders of the Company in their Annual General Meeting held on July 11, 2025. Accordingly, the tenure of Mr. Sandeep Kumar as Wholetime Director comes to end on May 4, 2026.

The Board in its meeting held on April 20, 2026, accepted the request of Mr. Sandeep Kumar to get relieved from the responsibilities of the Whole-time Director of the Company on completion of his present

tenure. However, he has expressed his willingness to continue his association with the Company in the capacity of a Non-Executive Non-Independent Director, leveraging his experience and insights for the benefit of the Company.

The Board values his contributions and believes that his continued presence as a Non-Executive Director will be beneficial for governance and strategic guidance. Accordingly, the Board approved his re-designation on the Board as Non-Executive Non-Independent Director with effect from May 5, 2026, liable to retire by rotation, subject to the approval of the Members of the Company.

As a Non-Executive Director, Mr. Sandeep Kumar shall be entitled to such remuneration and sitting fees as are payable to other Non-Executive Directors by the Company.

A brief profile and other relevant details of Mr. Sandeep Kumar are provided in Annexure A, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

A copy of the draft letter of re-designation, setting out the terms and conditions of Mr. Sandeep Kumar's appointment as a Non-Executive Director, will be made available for electronic inspection. Members seeking to inspect the same may send an email to investors@dhampur.com.

The Board recommends the Ordinary Resolution as set out at Item no. 2 of the notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sandeep Kumar are in any way, concerned or interested in the said resolution.

ITEM NO. 3 & 4

APPOINTMENT OF MR. NALIN KUMAR GUPTA AS DIRECTOR AND WHOLETIME DIRECTOR OF THE COMPANY

The Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee ("NRC") had approved the appointment of Mr. Nalin Kumar Gupta (DIN: 01670036), as an Additional Director of the Company with effect from

May 5, 2026, in terms of Section 161 of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Articles of Association of the Company. Further, he has also been appointed as a Whole-time Director of the Company (Key Managerial Person) designated as an Executive Director, to hold office for a period not exceeding 03 (Three) years commencing from May 5, 2026 upto May 4, 2029, upon the terms and conditions as set out in this Explanatory Statement, subject to the approval of the Members of the Company.

Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 1,00,000/- is not applicable.

Presently, he is Chief Financial Officer (CFO) of the Company and on appointment as Whole-time Director, he will be designated as Wholetime Director and CFO of the Company.

Mr. Nalin Kumar Gupta is associated with the Company for nearly three decades (including tenure with demerged company). He is a Chartered Accountant with around 30 years of experience in finance, accounts, taxation, and treasury management.

The Company has received necessary consent in Form DIR- 2 and disclosure in Form DIR-8 from Mr. Nalin Kumar Gupta, to act as a Director of the Company. Based on the confirmation received from Mr. Nalin Kumar Gupta, he is not disqualified under Section 164 of the Act to act/continue as a Director of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 3 & Special Resolution as set out at Item No. 4 of the notice for approval by the Members.

Details of Mr. Nalin Kumar Gupta, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice.

The details as prescribed in Schedule V of the Companies Act, 2013 are mentioned in Annexure A to the attached notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Nalin Kumar Gupta are in any way, concerned or interested in the said resolution.

Brief Profile of Director as required under sub-regulation (3) of Regulation 36 and) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/ re-appointment in Extra Ordinary General Meeting.

| S. No. | Particulars | Mr. Sandeep Kumar | Mr. Nalin Kumar Gupta |
|--------|---|--|--|
| 1 | DIN | 06906510 | 01670036 |
| 2 | Date of Birth | 08.06.1958 | 01.01.1972 |
| 3 | Date of Initial Appointment | 19.04.2022 | 05.05.2026 |
| | Date of Current Appointment | 05.05.2024 | 05.05.2026 |
| 4 | Qualification, Experience and Nature of Expertise in specific functional area | Mr. Sandeep Kumar is the Whole Time Director of the Company. He has four decades of experience in operations, projects, and administration of Sugar Mills and Power Generation Plants. He has done Mechanical Engineering from Government Polytechnic Moradabad. | Presently, Mr. Nalin Kumar Gupta is the Chief Financial Officer (CFO) of the Company and on appointment, he will be designated as Whole-time Director and CFO of the Company. He is associated with the Company for more than 25 years (including tenure with demerged company). He is a Chartered Accountant with around 30 years of experience in finance, accounts, taxation, and treasury management. |
| 5 | List of Other Public Limited in which directorships held | NIL | 2. Betsy Growth Finance Limited 3. Ujjwal Infracon Limited |
| 6 | List of Other Listed Companies in which Directorship held during the last 3 years | None | None |
| 7 | Chairman/Member of the Committees of the Board of Directors of the Company | Corporate Social Responsibility Committee – Chairman (till May 04, 2026) Risk Management Committee - Member (till May 04, 2026) | Corporate Social Responsibility Committee - Member (w.e.f. May 05, 2026) Risk Management Committee - Member (w.e.f. May 05, 2026) |
| 8 | Chairman/Member of the Committees of the Board of Directors of other Companies. | | |
| | Audit Committee | None | None |
| | Stake Holder Relationship Committee | None | None |
| 9 | No of Equity shares held in the Company | 755 shares of Rs. 10 each | 1026 shares of Rs. 10 each |
| 10 | Number of Board Meeting attended during the year | 5 Board Meetings attended | Not Applicable |
| 11 | Terms and Conditions of appointment / reappointment along with remuneration sought to be paid | As provided in Item No. 2 of this notice. | As provided in Item No. 4 of this notice. |
| 12 | The Remuneration last drawn | The remuneration payable consists of fixed and variable remuneration as governed by the Special Resolution passed at the 5 th AGM held on July 11, 2025. | He was paid a total remuneration of Rs. 1.11 crores in the financial year 2025- 26. |
| 13 | Relationship with other Directors, Manager and Key Managerial Personnel | No Relations with any other Director and/ or Key Managerial Personnel | No Relations with any other Director and/ or Key Managerial Personnel. |

A. The details as required under Schedule V of the Companies Act, 2013:**General information:**

(1) Nature of industry: The Company is engaged in manufacturing, marketing and sale of sugar, power and industrial alcohol, ethanol, and potable alcohol.

(2) Date or expected date of commencement of commercial production: Existing Company. Date of Incorporation: October 26, 2020.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA

(4) Financial performance based on given indicators**(Rs. in Crores)**

| Particulars | Consolidated (As on 31.03.2025) | Standalone (As on 31.03.2025) |
|---|------------------------------------|----------------------------------|
| Revenue from operations | 2692.98 | 2714.40 |
| Profit before finance costs, tax, depreciation and amortization, exceptional items and other comprehensive income | 138.46 | 143.64 |
| Less: Finance costs | 67.10 | 66.99 |
| Less: Depreciation and Amortization expense | 53.89 | 53.85 |
| Profit before Tax after exceptional items | 15.71 | 17.84 |
| Provision for Tax | 1.02 | 5.75 |
| Net Profit for the year | 14.69 | 12.09 |

(5) Foreign investments or collaborations, if any: As on March 31, 2025, investment of the Company in the equity shares of Dhampur International Pte Ltd. (DIPL), its wholly owned subsidiary based in Singapore, is Rs. 53.59 Crores and Sonitron Bio Organics Private Limited its wholly owned subsidiary based in India, is Rs. 0.01 Crores.

B. Brief information of the Directors as required under Schedule V of the Companies Act, 2013

| S. No. | Particulars | Mr. Nalin Kumar Gupta |
|--------|---|--|
| 1. | Background details along with the job profile and his suitability | Presently, Mr. Nalin Kumar Gupta is the Chief Financial Officer (CFO) of the Company and on appointment, he will be designated as Whole-time Director and CFO of the Company. He is associated with the Company for more than 25 years (including tenure with demerged company). He is a Chartered Accountant with around 30 years of experience in finance, accounts, taxation, and treasury management. |
| 2. | Past remuneration | He was paid a total remuneration of Rs. 1.11 crores in the financial year 2025-26 |
| 3. | Recognition or awards | None |
| 4. | Remuneration proposed | As stated above in the Item No. 03 and 04 of the explanatory statements. |
| 5. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile of Mr. Nalin Kumar Gupta, the responsibilities shouldered by him, the remuneration drawn by him commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. |
| 6. | Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any. | Mr. Nalin Kumar Gupta does not have any pecuniary relationship with the Company or any Managerial personnel. |

C. Other Information:

| S. No. | Particulars | |
|--------|---|---|
| 1. | Reasons of loss or inadequate profits | The company's operations and financial profits have been adversely impacted due to industry wise phenomena in the state of Uttar Pradesh on account of lower sugar cane yield, mainly caused by weather conditions and infestations of diseases in sugarcane |
| 2. | Steps taken or proposed to be taken for improvement | The management is implementing a range of strategic and operational initiatives including cane development activities to enhance the company's profitability. |
| 3. | Expected increase in productivity and profits in measurable terms | The management is confident that these strategic initiatives including cane development activities, will drive significant improvements in margins due to reduction in cost of production leading to enhanced profitability for the company. However, it is extremely difficult to forecast any profit numbers under the uncertain situation. |