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

POSTAL BALLOT NOTICE

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

To the Members of the Company

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Dhampur Bio Organics Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

Pursuant to Section 102 and Section 110 and other applicable provisions, if any, of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Company has availed the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its members. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

The Notice is also available on the website of the Company at www.dhampur.com

The Board of Directors has appointed Mr. Saket Sharma, Practicing Company Secretary (Membership No.: F4229), Partner, M/s GSK & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting.

Details of e-voting are as under:

Commencement of e-voting	9:00 A.M. (IST) on Monday, November 23, 2026
End of e-voting	5:00 P.M. (IST) on Tuesday, December 22, 2026

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, within 2 working days i.e. on or before December 24, 2026. The same will be displayed on the website of the Company: www.dhampur.com, the website of NSDL: www.evoting.nsdl.com and shall also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolution, if approved, will be taken as having been passed effectively on the last date of remote e-voting i.e., December 22, 2026.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS

Item No. 1

Approval of the Buyback of Equity Shares of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 62 of the Articles of Association of Dhampur Bio Organics Limited (the "Company") and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (the "Buyback Regulations"), including any amendments, statutory modifications or re-enactments for the time being in force, and such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression includes any committee duly authorized/constituted by the Board to exercise its powers, and/or the powers conferred by this resolution), members of the Company hereby approve the buyback of fully paid-up equity shares of face value of Rs. 10 (Rupees Ten only) each by the Company ("Equity Shares"), at a Maximum price of Rs. 200 (Rupees Two Hundred only) per Equity Share ("**Maximum Buyback Price**"), payable in cash for an aggregate consideration of up to Rs. 50,00,00,000 (Rupees Fifty Crores only) ("**Maximum Buyback Size**") representing 13.71 % and 13.76% respectively of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited special purpose interim condensed standalone and consolidated financial statements of the Company as on September 30, 2026, from the shareholders of the Company (except promoters, promoter group and persons in control of the Company) through the open-market route by way of the stock exchange mechanism on the stock exchanges where the Equity Shares of the Company are listed and the buyback size does not include transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses and other incidental and related expenses etc. (collectively referred to as "**Transaction Cost**").

RESOLVED FURTHER THAT at the Maximum Buyback Price of Rs. 200 (Rupees Two Hundred only) per Equity Share and for the Maximum Buyback Size of Rs. 50,00,00,000 (Rupees Fifty crores only), the indicative maximum number of Equity Shares proposed to be bought back shall be 25,00,000 (Twenty Five Lakhs) Equity Shares ("Maximum Buyback Shares"), provided that in the event the Equity Shares are bought back at a price lower than the Maximum Buyback Price, the actual number of Equity Shares bought back may exceed the indicative Maximum Buyback Shares, assuming full utilisation of the Maximum Buyback Size, subject always to the condition that the aggregate amount utilised for the Buyback shall not exceed the Maximum Buyback Size.

RESOLVED FURTHER THAT all the Equity shareholders of the Company except the promoter(s), promoter group person(s) acting in concert who hold equity shares of the company will be eligible to participate in the Buyback of the Company.

RESOLVED FURTHER THAT in accordance with Regulation 24(i)(ea) of the Buyback Regulations, the equity shares held by the promoters, members of the promoter group, including their associates, shall remain frozen at the International Securities Identification Number (ISIN) level during the period commencing from the date of passing of this resolution until the closure of the Buyback Offer.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("**Listing Regulations**").

RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident Members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors, Members of foreign nationality, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company's surplus and/or cash balances and/or cash available from internal accruals (and not from borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Company shall utilize at least 75% of the Buyback Size i.e. Rs. 37,50,00,000 (Rupees Thirty-Seven Crores and Fifty Lakhs Only) ("**Minimum Buyback Size**") for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback price, the Company will purchase an indicative minimum of 18,75,000 (Eighteen lakhs Seventy Five Thousand) Equity Shares ("**Minimum Buyback Shares**") provided that at least 40% of the Buyback Size i.e. Rs. 20,00,00,000 (Rupees Twenty Crores only) shall be utilized within the initial half of the sixty six working days from the date of the opening of the Buyback.

RESOLVED FURTHER THAT in accordance with Regulation 17(iii) of the Buyback Regulations, the Buyback Offer shall open within four working days from the date of the public announcement and shall in no case close within sixty six working days from the date of the opening of the Buyback offer.

RESOLVED FURTHER THAT the Buyback shall, in case, close within sixty six working days from the date of opening of the Buyback or such other period as may be permitted under the Act or Buyback Regulations, the Board (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) in its absolute discretion, may decide to close the Buyback at any time, provided that at least 75% of the Maximum Buyback Size is utilized for buying back the Equity Shares, by giving appropriate notice of such earlier date of closure of the Buyback and completing all formalities in this regard as per relevant laws and regulations.

RESOLVED FURTHER THAT the Company shall make available adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT in terms of Regulation 20 of the Buyback Regulations, an escrow account be opened with escrow bank ("Escrow Account") for the purpose of the Buyback and a deposit in cash or permitted securities or bank guarantee as may be decided by the Board, of a sum equivalent to 25% (Twenty Five Percent) of the amount earmarked for the Buyback and at all time maintain 2.5% (Two and a Half percent) of the amount in cash earmarked for Buyback, in the Escrow Account until fulfilment of the Company's obligations under the Buyback Regulations.

RESOLVED FURTHER THAT in terms of Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the escrow account may be forfeited to the extent of 2.5% of the maximum buy back size and the same be transferred to the investor protection and education fund in accordance with Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/or any obligation on the Company or the Board or its authorised official/ committee to buyback any shares and/or impair any power of the Company or the Board or authorised officials/ the Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the timeframe for completion of Buyback, and the appointment of merchant bankers, brokers, lawyers, solicitors, representatives, depository participants, escrow agents, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals; and to initiate all necessary actions for preparation, signing, issuing and filing of the public announcement and all other documents with respect to the Buyback with the Registrar of Companies, RBI, Securities and Exchange Board of India, Stock Exchanges and other appropriate authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable law; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account, broker trading account as required or desirable in terms of the Buyback Regulations; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of India, RBI, stock exchanges, Registrar of Companies, depositories or other authorities or third persons as may be required, desirable or considered expedient for the implementation of the Buyback from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Committee be and is hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback and to comply with applicable laws without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By the order of the Board of Directors
For **Dhampur Bio Organics Limited**
Sd/-
Ashu Rawat
Company Secretary and Compliance Officer
M. No. 22810

Date: November 14, 2026
Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended, setting out the material facts relating to the special businesses to be transacted as mentioned in this Notice of Postal Ballot is appended herein below for your consideration.

2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Tuesday, November 17, 2026 ("Cut-off Date") received from the Depositories and whose e-mail address is registered with the Company / RTA / Depositories / Depository Participant ("DPs").

3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

4. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., closure of Tuesday, November 17, 2026.

5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

6. Members may note that the Notice will also be available on the Company's website at www.dhampur.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

7. Members whose e-mail address is not registered and who wish to receive the Notice(s), and all other communications by the Company, from time to time may get their e-mail address registered with the RTA or with the Company. However, for the shares held in demat form, members are requested to write to their respective DPs.

8. The Board of Directors in its Board Meeting held on Saturday, November 14, 2026 has approved the appointment of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.

9. The Postal Ballot e-voting facility will be available during the following period: Commencement of e-voting- From 9:00 a.m. (IST) on Monday, November 23, 2026; End of e-voting- Upto 5:00 p.m. (IST) on Tuesday, December 22, 2026.

10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

11. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.

12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, December 22, 2026 subject to receipt of the requisite number of votes in favour of the resolution.

13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India and one regional daily newspaper circulating in the state of Uttar Pradesh.

14. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at investors@dhampur.com with a copy marked to info@alankit.com.

15. The results of the postal ballot will be placed on the Company's website at www.dhampur.com and on the website of NSDL at www.evoting.nsdl.com and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, at their respective websites i.e. www.bseindia.com and www.nseindia.com in accordance with the provisions of Listing Regulations.

16. The instructions and other information relating to remote e-voting are as under:

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:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	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
	4.	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.
	5.	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	1.	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.

Type of shareholders	Login Method	
	2.	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. 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.
	3.	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.
	4.	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.	

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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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 user 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)	**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.		
	c)	If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.		
	d)	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 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.
2.	Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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?" or "Physical User Reset 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, Senior Manager, 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 shareholder 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 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 no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

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

Item No. 1

The Board of Directors of the Company, at its meeting held on November 14, 2026 has, subject to the approval of the Members of the Company by way of Special Resolution and subject to such other approvals as may be necessary, and subject to such modifications and conditions, if any, as may be prescribed by the appropriate authorities, approved the proposal to Buyback of fully paid-up equity shares of face value of Rs. 10 (Rupees Ten only) each ("**Equity Shares**"), from the members of the Company (except promoters, promoter group and persons in control of the Company) at a price not exceeding Rs. 200 (Rupees Two Hundred only) per Equity Share ("**Maximum Buyback Price**") and for an aggregate amount up to Rs. 50,00,00,000 (Rupees Fifty Crores only) ("**Maximum Buyback Size**"), through the "Open Market Route" through the Stock Exchanges, in accordance with the Companies Act, 2013 and the rules made thereunder, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, ("**Buyback Regulations**"),as amended ("Buyback").The Maximum Buyback Size represents 13.76% of the aggregate of the total paid-up share capital and free reserves of the Company, which is less than 15% of the aggregate of the total paid-up share capital and free reserves of the Company, based on the latest audited interim condensed consolidated financial statements of the Company for the half year ended September 30, 2026 (the "Audited Financial Statements").The indicative maximum number of Equity Shares at the Maximum Buyback Price and the Maximum Buyback Size bought back would be 25,00,000 (Twenty Five Lakhs) Equity Shares ("**Maximum Buyback Shares**"), representing 3.76% of the fully paid-up Equity Share capital which is less than 25% of the total paid-up equity share capital of the Company as of September 30, 2026.

Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act and Regulation 5 of the Buyback Regulations, it is necessary to obtain the approval of the Members of the Company, for the Buyback, by way of a

Special Resolution. Accordingly, approval of the shareholders is sought by way of a special resolution. Certain figures contained in this Notice, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

Requisite details relating to the Buyback are given below.

1. Date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the company:

The proposal for buyback was approved at the Board meeting held on November 14, 2026.

2. Necessity for the Buyback:

i. The Buyback gives the Company an opportunity to distribute surplus funds to its shareholders;

ii. The Buyback may help in improving return on equity and other financial ratios by a reduction in the equity base, thereby leading to long term increase in shareholders' value; and

iii. The Buyback gives an option to the Eligible Shareholders to either (a) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or (b) choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment.

3. Maximum amount required under the buy-back and its percentage of the total paid up capital and free reserves:

The maximum amount of funds required for the Buyback will not exceed Rs. 50,00,00,000 (Rupees Fifty Crores only), being 13.71 % and 13.76% respectively of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited special purpose interim condensed standalone and consolidated financial statements of the Company as on September 30, 2026, which is less than 15% of the aggregate of the total paid-up share capital and free reserves of the Company, based on the Audited Financial Statements. The Maximum Buyback Size does not include transaction costs, viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses and other incidental and related expenses etc ("Transaction Costs"). The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Act.

4. Maximum price at which the shares or other specified securities are proposed to be bought back and the basis of arriving at the buy-back price:

The Equity Shares of the Company are proposed to be bought back at a Maximum Buyback Price of Rs. 200 (Rupees Two Hundred only) per Equity Share. The Maximum Buyback Offer Price has been arrived at the meeting of the Board on November 14, 2026, after considering various factors including but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges, where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters

The Maximum Buyback Price per Equity Share represents:

a. premium of 56.94% over the average of the daily volume weighted average market price on NSE (the Stock Exchange where the maximum volume of trading in the Equity Shares is recorded) for 3 (three) months preceding the date of Prior Intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered;

b. premium of 53.08% over the average of the daily volume weighted average market price on NSE (the stock exchange where the maximum volume of trading in the Equity Shares is recorded) for 2 (two) weeks preceding the date of Prior Intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

c. premium of 43.95% over the closing market price on NSE (the stock exchange where the maximum volume of trading in the Equity Shares is recorded) on the date of Prior Intimation to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

d. premium of 22.97% over the book value per equity share of the Company as on September 30, 2026, computed on standalone basis.

The quantum of daily purchases by the Company, during the Buyback Period, may vary from day to day. The actual number of Equity Shares bought back during the Buyback will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the outstanding number of Equity Shares would depend upon the price at which the Equity Shares

of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

Shareholders are advised that the Buyback of the Equity Shares will be carried out through the Stock Exchanges by the Company, in its sole discretion, based on, amongst other things, the prevailing market prices of the Equity Shares, which may be below the Maximum Buyback Price Rs. 200 (Rupees Two Hundred) per Equity Share.

5. Maximum number of securities that the company proposes to buy- back:

The indicative maximum number of Equity Shares at the Maximum Buyback Price and the Maximum Buyback Size bought back would be 25,00,000 (Twenty Five Lakhs) Equity Shares, representing approximately 3.76% which is less than 25% of the total paid-up equity share capital of the Company as at September 30, 2026.

The actual number of equity shares bought back during the Buyback will depend upon the actual price, excluding the Transaction Costs, paid for the equity shares bought back and the aggregate consideration paid in the Buy-back, subject to the Maximum Buyback Size. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the Maximum Buyback Shares, but will always be subject to the Maximum Buyback Size i.e., Rs. 50,00,00,000 (Rupees Fifty Crores only).

The Company shall utilise at least 75% of the amount earmarked as the Maximum Buyback Size for the Buyback i.e., Rs. 37,50,00,000 (Rupees Thirty Seven Crores Fifty Lakhs) (excluding Transaction Costs) ("Minimum Buyback Size"). Based on the Minimum Buyback Size and Maximum Buyback Price, the Company would purchase a minimum of 18,75,000 (Eighteen Lakhs Seventy Five Thousand) Equity Shares ("Minimum Buyback Shares"). The Company shall utilize a minimum of 40% of the amount earmarked for the Buyback i.e. Rs. 20,00,00,000 (Rupees Twenty Crores only) within the initial half from the opening of the offer.

6. Method to be adopted for buy-back:

The Buyback is open to all the equity shareholders of the Company except promoters, promoter group and persons acting in concert who hold equity shares of the Company as on the date of Public Announcement and the shares of promoters, promoter group and persons acting in concert shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of passing of the special resolution until the closing of the offer.

The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.

7. Time limit for completion of Buyback:

The Buyback, subject to regulatory consents and approvals, if any, is proposed to be completed within a period of 66 working days from the date of opening of the buyback Offer.

8. Details of Promoters, Members of Promoter Group, Persons in Control and Directors of Promoters and Members of Promoter Group Shareholding and Other Details:

The aggregate shareholding in the Company of (i) promoters and members of promoter group and persons in control of the Company (ii) directors of promoters, where the promoter is a company and (iii) directors and key managerial personnel ("KMPs") of the Company as on the date of the Board Meeting and this Postal Ballot Notice i.e., November 14, 2026 are as follows:

8.1 **Aggregate shareholding of the promoters and members of promoter group and persons in control of the Company:**

S. No.	Name	Category / Designation	No. of Equity Shares held in the Company	% of Shareholding
1.	Gautam Goel	Promoter, Chairman & CEO	78,60,446	11.84%
2.	Deepa Goel	Promoter	30,00,000	4.52%
3.	Bindu Vashist Goel	Promoter & Non-Executive Director	76,350	0.12%
4.	Shudh Edible Products Private Limited	Promoter Group	1,13,06,180	17.03%
5.	Sonitron Limited	Promoter Group	1,16,15,499	17.50%
	Total		**3,38,58,475**	**51.00%**

8.2 **Aggregate shareholding of the directors of promoters/promoter group, where the promoter/promoter group is a company (other than those included above):**

S. No.	Name of the Promoters/ Promoter Group	Name of Director in Promoter/ Promoter Group (other than those included above)	No. of Equity Shares held in the Company	% of Shareholding
1.	Shudh Edible Products Private Limited	Mukul Sharma	500	0.00
2.	Sonitron Limited	Mukul Sharma	500	0.00

8.3 Aggregate shares purchased or sold by the Promoters and Promoter Group and Directors of companies which are a part of the Promoters and Promoter Group during a period of six months preceding the date of the Board meeting at which the Buyback was approved and the date of this Postal Ballot Notice i.e., November 14, 2026. are as follows:

a. Aggregate of shares purchased or sold by the Promoters and Promoter Group

S. No.	Name of the Shareholders	Aggregate Number of Equity Shares Purchased/ Sold	Nature of Transactions	Minimum Price	Date of Minimum Price	Maximum Price	Date of Maximum Price
1.	Shudh Edible Products Private Limited	88,000	Market Purchase	110.30	29.06.2026	111.72	25.06.2026
2.	Sonitron Limited	1,44,268	Market Purchase	102.00	27.07.2026	123.86	28.09.2026

b. Aggregate shares purchased or sold by the Directors of companies which are part of the Promoters and Promoter Group: None

9. Intention of the Promoters and Promoter Group and Persons in Control of the Company to Participate in the Buyback:

In accordance with Regulation 16(ii) of the Buyback Regulations, since the Buyback is being implemented by way of open market purchases through stock exchange mechanism, the Buyback shall not be made by the Company from the promoters, members of the promoter group, persons in control and their associates. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters and promoter group nor their associates have dealt and will deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters or promoter group) from the date of the passing of the special resolution till the closing of the offer.

10. Confirmations by the Board of Directors of the Company:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

i. that immediately following the date on which the result of the Members' Special Resolution passed by way of Postal Ballot is declared ("Postal Ballot Resolution") approving the Buy-back, there will be no grounds on which the Company could be found unable to pay its debts;

ii. that as regards the Company's prospects for the year immediately following the date of the Postal Ballot Resolution, having regard to Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view be, available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Postal Ballot Resolution; and

iii. that in forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act 2013 or the Insolvency and Bankruptcy Code, 2016, as applicable.

11. No Defaults

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or

repayment of any term loans or interest payable thereon to any financial institution or banking company.

12. Report addressed to the Board of Directors by the Company's Auditors on permissible capital payment and opinion formed by directors regarding insolvency:

The text of the Report dated November 14, 2026 of Mittal Gupta & Company, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

To,
The Board of Directors
Dhampur Bio Organics Limited
Sugar Mill Compound, Village Asmoli,
Sambhal, UP-244304

Dear Sirs,

STATUTORY AUDITOR'S REPORT IN RESPECT OF PROPOSED BUYBACK OF EQUITY SHARES BY DHAMPUR BIO ORGANICS LIMITED (THE "COMPANY") IN TERMS OF CLAUSE (xi) OF SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED (THE "BUYBACK REGULATIONS")

1. This Report is issued in accordance with the terms of our engagement letter dated November 14, 2026.

2. The Board of Directors of the Company have approved a proposal for buy-back of equity shares by the Company at its meeting held on November 14, 2026 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013, as amended ('the Act') read with the Buyback Regulations 2018.

3. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialled for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2)(c) of the Act and proviso to Regulation 4(iv)(c) of the Buyback Regulations, 2018, based on the latest interim condensed audited standalone and consolidated financial statements of the Company for the half year ended September 30, 2026.

Management and Board of Director's Responsibility for the Statement

The Board of Directors of the Company is responsible for the following:

4. The preparation of the Statement in accordance with Section 68(2)(c) of the Act and in compliance with Section 68, 69 and 70 of the Act and Buy-back Regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its liabilities from the date of Board meeting approving the buyback of its equity shares i.e., November 14, 2026 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

6. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance whether:

   i. we have inquired into the state of affairs of the Company in relation to the interim condensed audited standalone financial statements and audited consolidated financial statements as at and for the half year ended September 30, 2026.

   ii. the amount of permissible capital payment as stated in the Statement for the proposed buyback of equity shares is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and proviso to Regulation 4(iv)(c) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations 2018, and has been properly determined; and

   iii. the Board of Directors of the Company in their meeting dated November 14, 2026 have formed the opinion as specified in clause (x) of Schedule I to the Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

7. The interim condensed audited standalone financial

statements and audited consolidated financial statements referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated November 14, 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the review to obtain reasonable assurance as to whether the financial statements are free of material misstatement.

8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:

   i. Examined that the amount of permissible capital payment for the buyback as stated in the Statement is in accordance with the provisions of Section 68(2)(c) of the Act and proviso to Regulation 4(iv)(c) of the Buyback Regulations 2018.

   ii. Inquired into the state of affairs of the Company with reference to the audited standalone financial statements and audited consolidated financial statements as at and for the half year ended September 30, 2026.

   iii. Obtained declaration of solvency as approved by the board of directors on November 14, 2026 pursuant to the requirements of clause (x) of Schedule I to the Buyback Regulations.

   iv. Traced the amounts of paid-up equity share capital and retained earnings as mentioned in the accompanying Statement, from the interim condensed audited standalone financial statements and audited consolidated financial statements as at and for the half year ended September 30, 2026.

   v. Examined that the buyback approved by Board of Directors in its meeting held on November 14, 2026 is authorized by the Articles of Association of the Company.

   vi. Examined that all the shares for buyback are fully paid-up.

   vii. Verified the arithmetical accuracy of the amounts mentioned in the Statement;

   viii. Obtained appropriate representations from the Management of the Company;

   ix. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback; and

   x. Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the interim audited standalone and consolidated financial statements of the Company as at and for the half year ended September 30,2026.

9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

11. Based on inquiries conducted and our examination as above, we report that:

   i. we have inquired into the state of affairs of the Company in relation to its interim condensed audited standalone financial statements and audited consolidated financial statements as at and for the half year ended September 30 , 2026.

   ii. the amount of permissible capital payment as stated in the Statement for the proposed buyback of equity shares is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and proviso to Regulation 4(i), 4(iv)(c) of the Buyback Regulations, 2018 read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, 2018. The amounts of share capital and free reserves have been extracted from the interim condensed audited standalone financial statements and audited consolidated financial statements of the Company as at and for the half year ended September 30, 2026; and

   iii. The Board of Directors of the Company, in their meeting held on November 14, 2026 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated November 14, 2026.

iv. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

12. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and Buyback Regulations 2018, (ii) to enable the Board of Directors of the Company to include in the public announcement, and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to any other concerned person(s), each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

13. This report is issued on the request of the management of the company in respect of proposed buy-back of its equity shares for submission to relevant authorities.

For Mittal Gupta & Co.
Chartered Accountants
(FRN 001874C)

Bihari Lal Gupta
Partner
(M No. 073794)
UDIN: 26073794QHTYNR7389

Place: Kanpur
Date: November 14, 2026

Statement of permissible capital payment ("the Statement") for the proposed buyback of equity shares

Statement of determination of the permissible capital payment towards buyback of equity shares of Dhampur Bio Oragnics Limited ("the Statement") in accordance with the proviso to Regulation 4(iv)(c) read with proviso of Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68(2)(c) of the Companies Act, 2013, as amended, based on the interim condensed audited standalone financial statements and audited consolidated financial statements as at and for the half year ended September 30, 2026:

Computation of permissible capital payment **(INR in crores)**

Particulars		**Standalone**	**Consolidated**
A.	**Paid up equity share capital** (6,63,87,590 equity shares of INR.10/- each full paid-up)	**66.39**	**66.39**
B.	**Free Reserves***		
-	Molasses Storage Fund	1.12	1.12
-	Retained Earnings	309.12	307.72
-	OCI Reserve- Employee Benefit Plan	-4.84	-4.84
-	Shares held by ESOP Trust	-7.02	-7.02
Total Free Reserves		**298.38**	**296.98**
Total of paid up Equity Share Capital and Free Reserves (A+B)		**364.77**	**363.37**
Maximum amount permissible for buyback in accordance with Section 68(2)(b) of the Companies Act, 2013, as amended and proviso to Regulation 4(iv)(c) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (15% of the total paid-up Equity Share Capital and Free Reserves)		54.715	54.505
Maximum amount permissible for buyback in accordance with proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (10% of the total paid-up Equity Share Capital and Free Reserves)		36.477	36.337
Amount approved by the Board of Directors in the meeting held on November 14, 2026 approving buyback		50.00	50.00
Buyback size as a percentage of total paid-up Equity Share Capital and Free Reserves		13.71%	13.76%

**Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.*

Note: The above calculation of the total paid-up equity share capital and free reserves as at September 30, 2026 for buyback of equity shares is based on the amounts appearing in the interim condensed audited standalone and consolidated financial statements of the Company for the period ended September 30,2026. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and behalf of Dhampur Bio Organics Limited

Sd/-

Ashu Rawat

Company Secretary and Compliance Officer

Date: November 14, 2026

Unquote

13. Prior approval from the lenders

It is confirmed that there is no breach of any covenant with lenders, hence no prior approval is required to be taken.

14. Confirmations from the Company as per the Provisions of Buyback Regulations and the Companies Act:

i. All the equity shares for Buyback are fully paid-up;

ii. The public announcement of the offer or any other advertisement, circular, brochure, publicity material contains true, factual and material information and shall not contain any misleading information and the directors of the Company accept the responsibility for the information contained in such documents.

iii. The Company shall not issue any Equity Shares or other specified securities including by way of bonus issue from the date of declaration of results of the postal ballot for special resolution till the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations ("**Buyback Period**");

iv. The Company shall not raise further capital for a period of one year from the expiry of the Buyback Period, except in discharge of subsisting obligations;

v. The Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

vi. The Company shall not buyback locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable;

vii. The Company shall not buyback its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

viii. There are no defaults subsisting in the repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;

ix. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

x. That funds borrowed from Banks and Financial Institutions will not be used for the Buyback;

xi. The aggregate amount of the Buyback i.e. up to Rs. 50,00,00,000 (Rupees Fifty Crores only) does not exceed 15% of the total paid-up capital and free reserves of the Company as per the audited standalone and consolidated financial statements of the Company as at September 30, 2026, whichever sets out a lower amount;

xii. The number of equity shares proposed to be purchased under the Buyback i.e. 25,00,000 (Twenty Five Lakhs), does not exceed 25% of the total number of equity shares in the paid-up equity share capital as at September 30, 2026;

xiii. The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period, subject to applicable laws;

xiv. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;

xv. The Buyback will not be in contravention of Regulation 4(vii) of Buyback Regulations, i.e. the Company has not made the offer of Buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback;

xvi. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

xvii. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;

xviii. The Company will not directly or indirectly purchase its own Equity Shares or other specified securities through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;

xix. Consideration of the Equity Shares bought back by the Company will be paid only by way of cash;

xx. The Buyback will not result in delisting of the Equity Shares from BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**");

xxi. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves, after the Buyback, based on both standalone or consolidated financial statements of the Company, whichever sets out a lower amount;

xxii. The buyback offer shall not be withdrawn once the public announcement is made;

xxiii. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of breach of any covenant with such lenders; and

xxiv. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of passing of the special resolution by the shareholders of the Company till the closing of the Buyback offer;

xxv. the Equity Shares of the Company are frequently traded shares.

xxvi. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations and in such form as may be prescribed by SEBI and the Company shall also upload the information regarding Equity Shares bought back on its website on a daily basis.

15. Other Disclosures:

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Board, therefore, recommends the special resolution as set out at Item No. 1 in the accompanying postal ballot notice for approval by the Members.

None of the Directors or any KMPs of the Company or their respective relatives are in any way, concerned or interested financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

By the order of the Board of Directors
For **Dhampur Bio Organics Limited**
Sd/-
Ashu Rawat
Company Secretary and Compliance Officer
M. No. 22810

Date: November 14, 2026
Place: New Delhi