

November 13, 2021

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

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

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

Dear Sir(s)/ Ma'am,

Pursuant to the NCLT order pronounced on 22nd September, 2021 ("Order") in the Company Scheme Application No. CA / 52 / CAA / 2021, a meeting of unsecured Creditors' of the Company was held on Wednesday, 10th November, 2021 at 3:00 p.m. ("Meeting"), to consider and if thought fit approve the Scheme of Amalgamation between Himshikhar Investment Limited and Dalmia Bharat Sugar and Industries Limited and their respective shareholders and creditors ("Scheme"). The meeting of the Unsecured Creditors was concluded at 4:04 PM.

In this regard, please find enclosed the report submitted by the Scrutinizer, Mr. S. Venkateswaran, Practicing Company Secretary.

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

You are requested to take the above on record.

Yours faithfully,
For Dalmia Bharat Sugar and Industries Limited

Aashhima V Khanna

Name: Aashhima V Khanna
Place: New Delhi

Encl.: As above



S. Venkateswaran
M Com BGL LLB FCS
Practising Company Secretary

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

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

Dear Sir,

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

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

Thanking you,

VENKATESWARAN
SAMBAMURTHY

Digitally signed by
VENKATESWARAN SAMBAMURTHY
Date: 2021.11.13 11:58:03 +05'30'

Mr. VENKATESWARAN SAMBAMURTHY
Practicing Company Secretary



S. Venkateswaran
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ANNEXURE 1

SCRUTINIZER REPORT

To,

Mr. S Vijayaraghavan,

The Chairperson appointed by the Hon'ble NCLT,
Chennai Bench,

For the Tribunal Convened meeting through remote e-voting and e – voting conducted during the meeting of the Unsecured Creditors of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED, on Wednesday, November 10, 2021 at 03:00 P.M.

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

Dear Sir,

This is to bring to your attention that I, Venkateswaran Sambamurthy, Occupation: Practicing Company Secretary and having office at No.27 TNHB Complex, 180 Luz Church Road, Luz Corner, Mylapore Chennai – 600004 Tamil Nadu, India, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"/" Tribunal"), Chennai Bench, vide order dated September 22, 2021. This appointment is with respect to the scrutiny of the meeting to be conducted for the Unsecured Creditors of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) through E-Voting, ending on Wednesday, November 10, 2021 at 03:00 P.M., under Sections 230 – 232 of the Companies Act, 2013. The meeting of the Unsecured Creditors of the Transferee Company had been directed to be conducted through E – Voting for securing the approval of the Scheme of Amalgamation of DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) and HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) ("Scheme").

As the Scrutinizer, I am required to monitor and scrutinize the voting process being undertaken through remote e-voting, conducted from Monday, October 11, 2021 (9.00AM IST) to Tuesday, November 09, 2021 (5.00PM IST) and e – voting conducted during the meeting of the Unsecured Creditors of the Transferee Company on November 10, 2021 and submit the Scrutinizer Report on the result of voting process. Accordingly, vide discussions held on various dates with the Counsel of the Transferee Company, the Scheme was explained to me, as to be approved by the Unsecured Creditors of the Transferee Company. Further, I have obtained all requisite assistance from persons well-versed with the electronic voting system, who are not related to the Transferee



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Company. Therefore, I am acquainted with the facts concerning the matter, and competent to submit this Scrutinizer Report.

The Chairperson convened the meeting of the Unsecured Creditors which was scheduled for 3:00 P.M. However, it was found that the quorum as was required was not complete. Resultantly, the meeting was adjourned for 30 minutes to await the presence of Unsecured Creditors

At the adjourned meeting at 3:30 P.M, the I confirmed to the Chairperson that as per the order of the Hon'ble National Company Law Tribunal, Chennai Bench the persons present and voting shall be deemed to constitute the quorum

E-VOTING PROCESS:

1. I was provided a registered account on the website of kfintech, to obtain daily information of the ongoing voting process. The information pertaining to the daily voting, by means of a Dashboard recording the access of the platform and voting in Real Time, the documents relied upon by the voters, relevant Board Resolutions and Authorization Letters as applicable, was exhibited to me.
2. The remote e-voting commenced on Monday, October 11, 2021 at 9:00AM IST and ended on Tuesday, November 09, 2021 at 5:00 PM IST after which the voting was automatically disbanded on the website of kfintech and no further votes were recorded by the system.
3. The e-voting was also made active during the meeting on November 10, 2021 held at 03:30 PM. The e-voting commenced after conclusion of the meeting of Unsecured Creditors and remained active till 04:04 PM, i.e, 15 minutes from the conclusion of the said Meeting. I unblocked the E-Voting results on the kfintech platform on November 10, 2021 at 04:06 PM and report was generated on the polled votes of Unsecured Creditors of the Transferee Company by the system. A 'PDF' copy of the report was also generated which is annexed as Exhibit 'A' to my report. The reports generated in the system of kfintech were shared with me, via email immediately.
4. I have relied on the information provided by kfintech, with regard to details provided through the system generated reports. Subsequently, I had examined the said reports and bifurcated the votes polled "FOR" or "AGAINST" or "ABSTAIN".

RESULT OF THE E-VOTING:

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



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RESOLUTION – to approve the arrangement embodied in the Scheme of Amalgamation of HIMSHIKHAR INVESTMENTS LIMITED (Transferor Company) with DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (Transferee Company) and their respective Shareholders and Creditors.

DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

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

Net votes cast by the Unsecured Creditors:

Particulars	Number of Unsecured Creditors voted	No. of votes cast by them as per value of debt
Votes Casted		
Remote e-voting:	70	3315207715
E-voting:	33	4199965
Less Votes Cast "Against" Cases		
Remote e-voting:	1	6062016
E-voting:	0	0
"Abstained" Cases	1	NA
Net Votes Cast	102	3313332932

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

Number of Unsecured Creditors voted	Number of votes	Percentage
Remote e-voting: 69	3309145699	99.82%
E-voting: 33	4187233	100%
Total: 102	3313332932*	99.82%

*Which constitutes 88.96% of the total Unsecured Credits as on 31.07.2021 (the cut-off date)

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

Number of Unsecured Creditors voted	Number of votes	Percentage
Remote e-voting: 1	6062016	0.18%
E-voting:	0	0

Unsecured Creditors who **abstained** the Resolution:

Number of Unsecured Creditors voted	Number of votes	Percentage
Remote e-voting: 1	12732	NA
E-voting:	0	0



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

Accordingly, I hereby submit this Scrutinizer Report, reporting the results of the remote e-voting and e-voting conducted during the meeting of the Unsecured Creditors of the Transferee Company, conducted for the approval of the Scheme. As per the said results, the Resolution with respect to the same has been approved by the Unsecured Creditors of the Transferee Company without any modifications.

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

Place: Chennai
Date: 10.11.2021
UDIN: F003335C001395594

VENKATESWARAN
SAMBAMURTHY

Digitally signed by
VENKATESWARAN SAMBAMURTHY
Date: 2021.11.13 11:59:03 +05'30'

VENKATESWARAN SAMBAMURTHY
Practicing Company Secretary
FCS: 3335
COP: 11840