

7.1. 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 i.e., May 16, 2025 are as follows:

a. shareholding of the promoters and members of promoter group and persons in control of the Company:

Mrs. Vinita Goel						
Date of Transaction	Nature of Transaction	No. of Equity Shares Acquired/ (Sold)	Face Value (₹)	Price per equity shares (₹)	Consideration (₹)	Cumulative No. of Equity Shares
Opening as on 01-04-2012*	Through Acquisition / Allotment	25,050	10	-*	-*	25,025
29-09-2023	Acquisition (Gift)	5,00,000	10	NA	NA	5,25,050
07-02-2024	Buyback	(7,625)	10	300	2287500	5,17,425

14-02-2013	Acquisition	3,212	10	43.08	1,38,372.55	15,42,643
14-02-2013	Acquisition	3,934	10	43.09	1,69,521.23	15,46,577
15-02-2013	Acquisition	7,000	10	43.75	3,06,220.13	15,53,577
15-02-2013	Acquisition	13,181	10	43.77	5,76,912.04	15,66,758
18-02-2013	Acquisition	34,000	10	47.04	15,99,296.42	16,00,758
18-02-2013	Acquisition	6,000	10	47.05	2,82,310.22	16,06,758
19-02-2013	Acquisition	5,582	10	48.02	2,68,026.71	16,12,340
19-02-2013	Acquisition	16,000	10	47.92	7,66,675.89	16,28,340
20-02-2013	Acquisition	18,960	10	48.12	9,12,355.20	16,47,300
20-02-2013	Acquisition	6,817	10	48.12	3,28,034.04	16,54,117
21-02-2013	Acquisition	17,641	10	47.12	8,31,169.76	16,71,758
21-02-2013	Acquisition	5,399	10	47.12	2,54,387.39	16,77,157
22-02-2013	Acquisition	10,827	10	47.07	5,09,582.25	16,87,984
22-02-2013	Acquisition	5,520	10	47.09	2,59,925.72	16,93,504
25-02-2013	Acquisition	23,254	10	48.11	11,18,860.87	17,16,758
06-03-2013	Acquisition	9,512	10	47.06	4,47,649.55	17,26,270
06-03-2013	Acquisition	35,269	10	46.95	16,56,003.29	17,61,539
07-03-2013	Acquisition	5,219	10	48.11	2,51,096.61	17,66,758
05-04-2013	Acquisition	87,500	10	49.56	43,36,788.14	18,54,258
05-04-2013	Acquisition	12,500	10	49.68	6,20,987.97	18,66,758
08-04-2013	Acquisition	24,000	10	49.57	1,18,9736.84	18,90,758
08-04-2013	Acquisition	1,000	10	49.43	49,433.76	18,91,758
09-04-2013	Acquisition	25,000	10	49.17	12,29,280.77	19,16,758
30-03-2015	Acquisition (Conversion of Equity Warrants)	15,00,000	10	33	4,95,00,000	34,16,758
20-01-2017	Sale	(1,50,000)	10	162.03	2,43,04,515.84	32,66,758
19-09-2022	Acquisition	16,00,000	10	220	35,20,00,000	48,66,758
22-03-2023	Acquisition	10,35,000	10	213	22,04,55,000	59,01,758
07-02-2024	Buyback	(85,460)	10	300	2,56,38,000	58,16,298

Notes:

- i. *"Since specific details of acquisition/sale of equity shares are not available prior to 01-04-2012, accordingly aggregate shareholding as on 01-04-2012 is provided.*
- ii. *NA# - Not applicable as the acquisition was by the way of transmission of shares.*
- iii. *NA - Not applicable as the acquisition/sale was/were by the way of Gift.*
- iv. *The consideration mentioned in the above tables are gross value (i.e., excluding applicable taxes and brokerage).*

9. 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 Company shall not issue any Equity Shares or other specified securities including by way of bonus issue from the date of passing of Board 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").*

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- iii. 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;
- iv. 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;
- v. 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;
- vi. 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;
- vii. 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;
- viii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- ix. That funds borrowed from Banks and Financial Institutions will not be used for the Buyback;
- x. The aggregate amount of the Buyback i.e. up to ₹ 20,00,00,000 (Rupees Twenty Crores only) does not exceed 10% 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 and for the year ended March 31, 2025, whichever sets out a lower amount;
- xi. The number of equity shares proposed to be purchased under the Buyback i.e. 10,81,081 (Ten Lakhs Eighty One Thousand and Eighty One), does not exceed 25% of the total number of equity shares in the paid-up equity share capital as on March 31, 2025;
- xii. 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;
- xiii. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- xiv. 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;
- xv. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- xvi. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;
- xvii. 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;
- xviii. Consideration of the Equity Shares bought back by the Company will be paid only by way of cash;
- xix. The Buyback will not result in delisting of the Equity Shares from BSE Limited and National Stock Exchange of India Limited (collectively, "Stock Exchanges");
- xx. 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;
- xxi. The buyback offer shall not be withdrawn once the public announcement is made;
- xxii. 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;
- xxiii. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and Companies Act within 7 working days of the payment of consideration to Eligible Shareholders who have tendered their equity shares under the buyback offer; 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 the Board Meeting till the closing of the Buyback 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 that:
- i. immediately following the date of the Board Meeting being May 16, 2025 approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- ii. as regards the Company's prospects for the year immediately following the date of the Board Meeting being May 16, 2025 approving the Buyback and 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 Board Meeting; and
- iii. in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable (including prospective and contingent liabilities).

11. **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 May 16, 2025 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 Sugar Mills Limited
Dhampur (N.R), District Bijnor,
Uttar Pradesh-246761
Dear Sirs,

STATUTORY AUDITOR'S REPORT IN RESPECT OF PROPOSED BUYBACK OF EQUITY SHARES BY DHAMPUR SUGAR MILLS 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 May 16, 2025.

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 May 16, 2025 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.

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 initiated 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 Regulation 4(i) of the Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025.

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., May 16, 2025 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 audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31st March, 2025.

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 Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations, and has been properly determined; and

iii. the Board of Directors of the Company in their meeting dated May 16, 2025 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 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 May 16, 2025. 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 Regulation 4(i) of the Buyback Regulations.

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 year ended 31st March 2025.

iii. Obtained declaration of solvency as approved by the board of directors on May 16, 2025 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 audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31st March 2025.

v. Examined that the buyback approved by Board of Directors in its meeting held on May 16, 2025 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 audited standalone and consolidated financial statements of the Company as on March 31, 2025.

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 audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31st March 2025.

ii. the amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations read with proviso of Regulation 5(i)(b) of the Buyback Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the year ended March 31, 2025; and

- iii. The Board of Directors of the Company, in their meeting held on May 16, 2025 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 May 16, 2025.
- 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, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer 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 the managers, 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 at the request of the management of the company in connection with the proposed buy-back of its equity shares for submission to relevant authorities and the Manager to the Buyback.
- For Mittal Gupta & Co.
Chartered Accountants
(FRN 001874C)
Sd/-
Ajay Kumar Rastogi
Partner
(M No. 071426)
UDIN: 25071426BMTDJ.C5115
Place: New Delhi
Date: May 16, 2025

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 Sugar Mills Limited ("**the Statement**") in accordance with Regulation 4(i) 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 audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2025.
Computation of permissible capital payment

(INR in crores)		
Particulars	Standalone	Consolidated
A. Paid up equity share capital (6,53,87,590 equity shares of INR.10/- each full paid-up)	65.38	65.38
B. Free Reserves*		
- Retained Earnings	1081.65	1086.50
- General Reserve	1.82	1.82
Total Free Reserves	1083.47	1088.32
Total of paid up Equity Share Capital and Free Reserves (A+B)	1148.85	1153.70
Maximum amount permissible for buyback in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (25% of the total paid-up Equity Share Capital and Free Reserves)	287.21	288.43
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)	114.89	115.37
Amount approved by the Board of Directors in the meeting held on May 16, 2025 approving buyback	20.00	20.00
Buyback size as a percentage of total paid-up Equity Share Capital and Free Reserves	1.74%	1.73%

*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 March 31, 2025 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025. 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 Sugar Mills Limited**
Sd/-
Susheel Kumar Mehrotra
(Chief Financial Officer)
Date: May 16, 2025

Unquote

12. **Record Date and Shareholder entitlement:**
- 12.1. The Company has fixed Friday, May 23, 2025 as the Record Date ("**Record Date**") for the purpose of determining the Buyback entitlement and the names of the Equity Shareholders, who will be eligible to participate in the Buyback.
- 12.2. In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
- As required under the Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within two (2) working days from the Record Date and that if any shareholder requires a physical copy of the Letter of Offer, a request has to be sent to the Company or Registrar to the Buyback and the same shall be provided.**
- 12.3. The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (i) reserved category for Small Shareholders as defined below and (ii) the general category for all other Eligible Shareholders. A "Small Shareholder" (as defined in Regulation 2(i)(n) of the Buyback Regulations) is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares on the Stock Exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, is not more than ₹ 200,000 (Rupees Two Lakh Only).
- 12.4. In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 12.5. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, subject to their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- 12.6. In accordance with Regulation 9(f)(i) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the Equity Shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (**the "Registrar"**) as per the shareholder records received from the depositories.
- 12.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 12.8. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
- 12.9. The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 12.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through the Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- 12.11. All Eligible Shareholders will be eligible to participate in the Buyback of the Company.
- 12.12. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date.
13. **Process and Methodology to be Adopted for the Buyback:**
- 13.1. The Buyback is open to all Eligible Shareholders/beneficial owners, i.e., the shareholders/beneficial owners who on the Record Date will be holding Equity Shares either in physical form ("**Physical Shares**") and/or in the dematerialized form ("**Demat Shares**"). Additionally, the Buyback shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.
- 13.2. The Buyback would be undertaken using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including the committee authorised by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 13.3. For the implementation of the Buyback, the Company has appointed Centrum Broking Limited as the registered broker to the Company ("**Company Broker**") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company Broker are as follows:



Centrum Broking Limited
Centrum House, CST Road, Kalina, Santacruz East, Mumbai, Maharashtra 400098
Email: institutional.operations@centrum.co.in
Tel. No.: +022 42159008 / 92

- Contact Person:** Mr. Anand Mulk
Website: www.centrum.co.in
SEBI Registration No. IN2000025331
CIN: U67120MH1994PLC078125
- 13.4. Separate acquisition window ("**Acquisition Window**") will be provided by the Stock Exchanges to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- For the purpose of this Buyback, BSE has been appointed as the "**Designated Stock Exchange**".
- 13.5. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("**Seller Member(s)**") or "**Stock Broker(s)**") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares.
- 13.6. In the event the Seller Member(s) is not registered with BSE/NSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE, registered stock broker and can register themselves by using web based Unique Client Code application (the "**UCI online**") facility through that BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCI online facility through any other BSE/NSE registered stock broker, then the Eligible Shareholder may approach Company's Broker to place their bids, subject to completion of 'know your customer' requirements as required by the Company's Broker.
- 13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.
- 13.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 13.9. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/any other competent authority for transfer/sale and /or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.10. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 13.11. **Procedure to be followed by Eligible Shareholders holding Equity Shares in Dematerialised form**
- 13.11.1. Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective stock broker(s) by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- 13.11.2. The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges.
- 13.11.3. The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.
- 13.11.4. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited ("**Depositories**") to Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited ("**Clearing Corporation**"). In case, the shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository ("**Inter Depository**") shares under lien shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer (the "**IDT**") instructions shall be initiated by the shareholders at source depository to Clearing Member/ Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- 13.11.5. For orders placed with respect to dematerialized Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation ("**Custodian Participant**"), early pay-in is mandatory prior to confirmation of order by Custodian Participant. The Custodian Participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, any order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 13.11.6. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("**TRS**") generated by the Stock Exchange's bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the Stock Exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- 13.11.7. The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- 13.11.8. Eligible Shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat Equity Shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- 13.12. **Procedure to be followed by Eligible Shareholders holding Equity Shares in Physical Form**
- In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- 13.12.1. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares, (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN Card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- 13.12.2. Based on the aforesaid documents, the Seller Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- 13.12.3. The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 14, 12.1 above) along with TRS either by registered post or courier or hand delivery to Registrar to the Buyback, at its office provided in Paragraph 17 below, within 2 (two) days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "**DSML - Buyback Offer 2025**".
- 13.12.4. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time BSE/NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Buyback confirms the bids it will be treated as 'Confirmed Bids'.
- 13.12.5. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.
- 13.13. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies, foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 13.14. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Eligible Shareholder's Broker through which the Eligible Shareholder places the bid.
- 13.15. Modification/cancellation of orders will only be allowed during the tendering period of the Buyback.
- 13.16. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges (BSE's website: www.bseindia.com; NSE's website: www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
14. **Method of Settlement**
- 14.1. Upon finalization of the basis of acceptance as per Buyback Regulations:
- 14.1.1. The settlement of trade(s) shall be carried out in the manner similar to settlement of trade(s) in the secondary market.
- 14.1.2. The Company will pay the consideration to the Company Broker who will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder.
- 14.1.3. Details in respect of shareholder's entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
- 14.1.4. In case the demat account of the Shareholders is held with one depository and the Clearing Member pool/ Clearing Corporation account is held with another depository, the Clearing Corporation that holds the Clearing Member pool and Clearing Corporation account of the Shareholder will cancel the excess or unaccepted shares in the depository that holds the demat account. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted details as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted blocked shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source Depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

(Continue on next page...)

(Continue from page 2 ...)

- 14.1.5. In relation to the physical Equity Shares:
- (a) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares
- (b) If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
- 14.1.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 14.1.7. The Seller Member would issue a contract note for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 14.1.8. Equity Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) besides being net of tax deducted by the Company, as applicable. The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 14.1.9. The Equity Shares lying to the credit of the Company Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
15. **Compliance Officer:**
The Company has designated Mrs. Aparna Goel as the Compliance Officer for the Buyback:
Mrs. Aparna Goel
Company Secretary and Compliance Officer
Membership No. A22787
Corporate Office: 6th Floor, Max House, Okhla Industrial Estate, Phase III, New Delhi - 110020
Tel. No.: +91 011-41259400,
Email : investordesk@dhampursugar.com
Website : www.dhampursugar.com
In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, on all working days, from Monday to Friday between 11 am (IST) to 5 pm (IST), at the above mentioned address.
16. **Registrar to Buyback:**



Alankit Assignments Ltd
Alankit House, 2E/21, Jhandewalan Extension, New Delhi, 110055
Tel No.: 011- 42541234, 42542354,
Fax: 011- 23552001
Email : rita@alankit.com
Website : www.alankit.com
Contact Person: Jagdeep Kumar Singla
SEBI Registration Number: INR000002532
Corporate Identity Number: U74210DL1991PLC042569
In case of any queries, Eligible Shareholders may also contact the Registrar to the Buyback, on all working days, from Monday to Friday between 11:00 am (IST) to 5:00 pm (IST), at the above mentioned address.

17. **Manager to the Buyback:**



Centrum Capital Limited
Level 9, Centrum House, CST Road, Vidyanagari Marg,
Kalina, Santacruz (E), Mumbai 400098, India
Tel: +91 22 4215 9224 / 9816
Fax: +91 22 4215 9444
E-mail: dsml.buyback2025@centrum.co.in
Contact Person: Ms. Pooja Sanghi / Mr. Tarun Parmani
Website: www.centrum.co.in
SEBI Registration No.: INM000010445
CIN: L65990MH1977PLC019986

18. **Directors' Responsibility:**
As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Dhampur Sugar Mills Limited

Sd/- Gaurav Goel Vice Chairman & Managing Director DIN: 00076111	Sd/- Anuj Khanna Independent Director DIN: 00025087	Sd/- Aparna Goel Company Secretary & Compliance Officer Membership No. A22787
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Date: May 19, 2025
Place: New Delhi



PONNI SUGARS (ERODE) LIMITED

CIN:L15422TN1996PLC037200

Regd. Office: "ESVIN House", 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600 096
Phone: 044-24961920, 24960156, Email: admin@ponnisugars.com
Investor Grievance ID: investor@ponnisugars.com Website: www.ponnisugars.com

NOTICE FOR THE ATTENTION OF SHAREHOLDERS OF THE COMPANY REGARDING THE 29th AGM

1. AGM Notice

Notice is hereby given that the 29th Annual General Meeting (AGM) of the Company will be held thro' Video Conference (VC) / Other Audio Visual Means (OAVM) on **Wednesday, the 11th June 2025 at 11.00 AM** in compliance with the provisions of the Companies Act, 2013, General Circular No.09/2024 dated 19.09.2024 issued by MCA in continuation of its earlier circulars, to transact the business set out in the Notice convening the AGM.

2. Service of documents

In deference to the above and SEBI circular, electronic copy of the Annual Report for FY 2024-25 comprising the Notice of the 29th AGM, Financial Statements, Board's Report, Auditors' Report and other documents required to be attached thereto is being sent to all the members whose email addresses are registered with the Depository Participants (DPs) / Registrar and Transfer Agent (RTA). Letter providing weblink and exact path of annual report is being sent where e-mail id's are not registered with us. These documents will also be made available on the Company's website (www.ponnisugars.com) and on the websites of the Stock Exchanges i.e. BSE Ltd (www.bseindia.com) and National Stock Exchange of India Ltd (www.nseindia.com).

3. Manner of registering / updating email addresses

Members are advised to register / update their email address and mobile number immediately, in case they have not done so earlier:

- In case of shares held in demat mode, with their respective Depository Participants.
- In case of shares held in physical mode, by accessing the link <https://investor.cameoindia.com> or by email to the RTA at investor@cameoindia.com with details of Folio number and attaching a self-attested copy of PAN card.
- After due verification the Company / RTA will send login credentials for attending the AGM and voting to the registered email address.
- Any person who becomes a member of the company after despatch of the AGM Notice and holding shares as on the cut-off date may obtain the user Id and password in the manner provided in the AGM Notice.

4. e-Voting

The Company is providing e-Voting (remote e-Voting) facility for its members to cast their votes on all resolutions set out in the AGM Notice. Additionally, the Company is providing the facility of voting thro' e-Voting system during the AGM (e-Voting). The cut-off date for remote e-voting / e-voting at AGM is fixed as **Wednesday, the 04th June 2025**. Remote e-voting period for casting of votes is fixed from **Saturday, the 07th June 2025 (10.30 AM) to Tuesday, the 10th June 2025 (5.00 PM)**. Detailed procedure for joining the AGM and remote e-Voting / e-Voting at AGM is provided in the Notice for 29th AGM.

5. Dividend

The Board of Directors have recommended a dividend of ₹3.00 per equity share for FY 2024-25. The Record Date for dividend is **Friday, the 30th May 2025**. Members are advised to register their Bank account details with their respective DPs (in the case of demat holding)/ RTA (in the case of physical holding). As dividend income is taxable in the hands of shareholders, they are advised to register/ furnish details of tax status/exemption as detailed in the AGM Notice.

6. Members are advised to refer to the AGM Notice for full content and details. They may write / email to the Company for any clarification.

Chennai
18.05.2025

For Ponni Sugars (Erode) Ltd
R Madhusudhan
Company Secretary

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UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No.: 022-66917800/29267800, **Website:** www.ultratechcement.com, **CIN:** L26940MH2000PLC128420

NOTICE TO THE EQUITY SHAREHOLDERS OF THE COMPANY

Sub: Compulsory transfer of Equity Shares to Investor Education and Protection Fund Suspend Account

This Notice is given pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs as amended from time to time.

The IEPF Rules, amongst other, contain provisions for transfer of shares in respect of which dividend remains unclaimed by shareholders for seven consecutive years or more, to the Investor Education and Protection Fund Suspend Account ("IEPF Suspend Account").

The Company has sent individual communication to concerned shareholders whose shares are liable to be transferred to the IEPF Suspend Account, giving them an opportunity to claim the dividend. These relate to dividend declared for the financial year 2017-18 and to be transferred to the IEPF Suspend Account during financial year 2025-26. In case no communication is received from shareholders by 15th July, 2025, the Company shall, in compliance with the said IEPF Rules, transfer the share(s) to the IEPF Suspend Account.

In order to enable the Company, credit the dividend directly into the bank account, shareholders are requested to write / send an email to the Company or KFin Technologies Limited, the Registrar and Transfer Agent ("RTA"), at the address / email IDs mentioned below, together with copy of a cancelled cheque of the bank account into which the dividend should be credited; Form ISR-1 and ISR-2 duly filled; self-attested copy of PAN Card and request letter. In case the cancelled cheque does not bear the shareholders name, copy of the bank passbook statement, duly self-attested should be attached.

We take this opportunity to remind shareholders who have not registered their email IDs to do so at the earliest by registering the same at the below mentioned email IDs.

Even upon transfer of shares to the IEPF Suspend Account, the same along with dividend(s) can be claimed by shareholders from the IEPF Authority, by following the procedure set out on the website of the IEPF viz. www.iepf.gov.in. It is however in the shareholders own interest to claim the dividend before the same is transferred to the IEPF Suspend Account.

For any further information / clarification in this regard, concerned shareholders can get in touch with the Company / the RTA at any of the addresses given below:-

UltraTech Cement Limited B Wing, Ahura Centre, 2 nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093 Tel.: +91 22 66917800 Email: sharesutcl@adityabirla.com Website: www.ultratechcement.com	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032. Email: ultratech.ris@kfinitech.com / eiward.ris@kfinitech.com Website: www.kfintech.com
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For **UltraTech Cement Limited**

Place: Mumbai
Date : 19th May, 2025

Sanjeeb Kumar Chatterjee
Company Secretary

GOLKUNDA DIAMONDS & JEWELLERY LTD
CIN No.: L36912MH1990PLC058729
Regd. Office: G-30, Gems & Jewellery
Complex III, Seepz, Andheri (E), Mumbai 400 096

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2025
(in Lakhs)

Sr No	Particulars	Quarter ended Mar 31, 2025	Quarter ended Mar 31, 2024	Year ended 31/03/2025	Year ended 31/03/2024
		Audited	Audited	Audited	Audited
1	Total Income from operations (net)	6,180.68	8,067.38	25,244.42	23,047.26
2	Net Profit for the period before Tax & Exceptional Item	323.11	586.55	1,617.01	1,289.27
3	Net Profit for the period before Tax & after Exceptional Item	323.11	586.55	1,617.01	1,289.27
4	Net Profit for the period after Tax & Exceptional Item	229.70	436.17	1,181.52	961.89
5	Other Comprehensive income for the period	75.78	2.85	57.40	4.26
6	Total Comprehensive Income for the period [Comprising Profit/(Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	305.48	439.02	1,238.93	966.15
7	Equity Share Capital	696.41	696.41	696.41	696.41
8	Earnings Per Share (before/after extraordinary items) (of Rs.10/- each)				
	(a) Basic :	3.30	6.26	16.97	13.81
	(b) Diluted:	3.30	6.26	16.97	13.81

- Note :-**
- The above results have been reviewed by the Audit Committee and the Board of Directors has approved the above results and its release at their respective meetings held on 19.05.2025.
 - The above is an extract of the detailed format of Quarterly/Annual Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/Annual Financial Results are available on the Stock Exchange websites (www.bseindia.com) and the company website (www.golkunda.com).
 - The result have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued there under.
 - The above results of the Company have been audited by the statutory auditors and have issued an unqualified audit opinion on the same. The figure for the quarters ended 31st March 2025 and 31st March 2024 are the balancing figure between the audited figures of the full financial year and the unaudited year to date figure upto the third quarter of the respective financial years. Also, the figures upto the end of the third quarter were only reviewed and not subjected to audit.
 - The Company has not adopted Ind AS 116 "Lease" during the year 2024-25 and is still in the process of evaluating the impact of adoption of the same on its financial statements.
 - Raw Materials & Finished Goods are valued at lower of cost and net realisable value.
 - The figures for the corresponding previous year/period have been regrouped/rearranged wherever considered necessary to make them comparable.
 - Company operates in single business segment i.e. manufacturing and sale of Gems & Jewellery. The Board of Directors at its meeting held on 19th May 2025, has proposed a final dividend of Re. 1.50/- per equity share. The same is subject to shareholders' approval in the Annual General Meeting.
 - The above figures are in lacs except EPS.

For Golkunda Diamonds & Jewellery Ltd
Sd/-
Arvind Dadha
(Managing Director)

Place : Mumbai
Date : 19/05/2025

TPNODL

TP Northern Odisha Distribution Limited

(A Tata Power & Odisha Govt. Joint Venture)
Regd. Off: Corp Office, Januganj, Remuna Golei, Balasore, Odisha-756019
CIN No.: U40106OR2021SGC035951; Website: www.tpnodl.com

NOTICE INVITING TENDER (NIT) May 20, 2025

TP Northern Odisha Distribution Limited invites tender from eligible Bidders for the following:

Sl. No.	Tender Enquiry No.	Work Description
1	TPNODL/OT/2025-26/2500000956	Purchase Order for Supply of 12.5/16 MVA PTR
* MSMEs registered in the State of Odisha shall pay tender fee of Rs. 1,000/- including GST.		
** EMD is exempted for MSMEs registered in the State of Odisha.		
For more details like bid due date, EMD, tender fee, bid opening date etc. of the Tenders, please visit "Tender" section TPNODL website https://tpnodl.com . All tenders will be available on TPNODL website.		
Future communication / corrigendum to tender documents, if any, shall be available on website.		
Chief- Contracts & MM		

BOROSIL® BOROSIL LIMITED

CIN: L36100MH2010PLC292722

Regd. Office : 1101, 11th Floor, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
Tel.No. (022) 6740 6300 | **Fax No. :** (022) 6740 6514
Website : www.borosil.com | **Email :** bl.secretarial@borosil.com

STATEMENT OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND FINANCIAL YEAR ENDED MARCH 31, 2025

The Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended March 31, 2025, were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 19, 2025. The Statutory Auditors of the Company have issued the Audit Reports with an unmodified opinion on the aforesaid results.

The aforesaid results along with the Audit Reports are available on the websites of the Stock Exchanges at www.bseindia.com & www.nseindia.com, the Company's webpage at <https://www.borosil.com/investors/borosil-limited/disclosure-under-regulation-46-of-sebi-listing-regulations/quarterly-result/> and can also be accessed by scanning the below QR code.



For Borosil Limited

Sd/-
Shreevar Kheruka
Vice Chairman,
Managing Director & CEO
(DIN : 01802416)

Place : Mumbai
Date : May 19, 2025



HINDUJA LEYLAND FINANCE

Corporate Identity Number : U65993MH2008PLC384221
Regd. Office: Plot No.C-21, Tower C (1-3 floor), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.
Corporate office: 27A, Developed Industrial Estate, Guindy, Chennai, Tamil Nadu - 600032.
Tel: (044) 22427525 **Website:** hindujaleylandfinance.com **Email :** compliance@hindujaleylandfinance.com

Statement of Standalone and Consolidated Audited Financial Results for the quarter and year ended 31 March 2025 Rs. Lakhs

S. No.	Particulars	Standalone Quarter ended		Standalone Year ended		Consolidated Year ended	
		31-Mar-2025 Unaudited	31-03-2024 Unaudited	31-Mar-2025 Audited	31-Mar-2024 Audited	31-Mar-2025 Audited	31-Mar-2024 Audited
1	Total Income from Operations	1,26,299	1,15,603	1,00,293	4,51,336	3,45,281	6,28,051
2	Net Profit/ (Loss) for the period (before Tax, Exceptional and/ or Extraordinary items)	20,389	14,585	15,496	55,585	45,462	1,03,981
3	Net Profit/ (Loss) for the period before tax (after Exceptional and/ or Extraordinary items)	20,389	14,585	15,496	55,585	45,462	1,03,981
4	Net Profit/ (Loss) for the period after tax (after Exceptional and/ or Extraordinary items)	15,161	10,787	11,549	40,824	34,023	77,380
5	Total Comprehensive Income for the period [Comprising Profit/ (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	53,197	54,546	37,361	1,37,134	59,046	1,68,232
6	Paid up Equity Share Capital	54,524	53,523	53,516	54,524	53,516	54,524
7	Reserves (excluding Revaluation Reserve)	4,74,964	4,21,757	3,37,700	4,74,964	3,37,700	6,14,528
8	Securities Premium Account	2,00,435	1,81,418	1,81,384	2,00,435	1,81,384	2,00,435
9	Net worth	7,29,923	6,56,698	5,72,600	7,29,923	5,72,600	8,69,487
10	Paid up Debt Capital / Outstanding Debt	36,18,452	33,46,487	28,69,914	36,18,452	28,69,914	45,89,355
11	Outstanding Redeemable Preference Shares	-	-	-	-	-	-
12	Debt Equity Ratio	4.96	5.10	5.01	4.96	5.01	5.28
13	Earnings Per Share (face value Rs.10 each) (for continuing and discontinued operations)/#						
	- Basic (in Rs.)	3.08	2.02	2.16	7.63	6.36	14.46
	- Diluted (in Rs.)	3.08	2.01	2.16	7.62	6.36	14.46
14	Capital Redemption Reserve	NA	NA	NA	NA	NA	NA
15	Debt Redemption Reserve	NA	NA	NA	NA	NA	NA
16	Debt Service Coverage Ratio	NA	NA	NA	NA	NA	NA
17	Interest Service Coverage Ratio	NA	NA	NA	NA	NA	NA

earnings per share for the interim periods are not annualised

* Exceptional and/ or Extraordinary items adjusted in the Statement of Profit and Loss in accordance with Ind AS Rules/ AS Rules, whichever is applicable.

Notes:
1. The above is an extract of the detailed format of the Quarterly and Yearly Financial Results with notes filed with Stock Exchange under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly and Yearly Financial Results is available on the BSE website (URL: www.bseindia.com) and on the Company's website (www.hindujaleylandfinance.com).

2. The above standalone and consolidated financial results of Hinduja Leyland Finance Limited ("the Company") have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 17th May 2025 and reviewed by joint statutory auditors, pursuant to Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The standalone and consolidated financial results of the Company has been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and notified under Section 133 of the Companies Act, 2013 ("the Act"), the circular, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ("RBI guidelines") and other accounting principles generally accepted in India.

3. The figures of the previous periods have been regrouped and/or reclassified to conform to the current period's classification. Such regrouping and/or reclassification are not material to the standalone and consolidated financial results.

4. For the other line items referred in regulation 52(4) of the Listing Regulations, pertinent disclosures have been made to the BSE website and can be accessed on the (URL:<https://www.bseindia.com>)

For **Hinduja Leyland Finance Limited**
Sachin Pillai
Managing Director & CEO

Place: Chennai
Date: 17th May 2025