

**Summary in terms of Regulation 13(1A) of the Competition Commission of
India (Procedure in regard to the Transaction of Business relating to
Combinations) Regulations, 2011 (as amended)**

A. Name of the parties to the combination

1. The parties to the transaction are:

(a) **Promoter Shareholders:**

- (i) Mr. Ashok Kumar Goel,
- (ii) Mrs. Vinita Goel,
- (iii) Mr. Gaurav Goel,
- (iv) Ms. Ishira Goel,
- (v) Goel Investments Limited,
- (vi) Saraswati Properties Limited,
- (vii) Ujjwal Rural Services Limited;
- (viii) Mr. Vijay Kumar Goel,
- (ix) Mrs. Deepa Goel,
- (x) Mr. Gautam Goel,
- (xi) Mrs. Bindu Vashisht Goel,
- (xii) Shudh Edible Products Private Limited,

- (xiii) Sonitron Limited;
 - (b) Dhampur Sugar Mills Limited (“**DSML**”); and
 - (c) Dhampur Bio Organics Limited (“**DBOL**”).
2. The Promoter Shareholders, DSML and DBOL are collectively referred to as the “**Parties**”.

B. Nature and purpose of the combination

3. Certain undertakings of DSML are proposed to be transferred, by way of demerger, to DBOL (a wholly owned subsidiary of DSML) (“**Demerger**”), pursuant to the provisions of the Scheme of arrangement as per Sections 230-232 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”). In consideration for the same, DBOL shall issue and allot equity shares to all the shareholders of DSML in proportion to their shareholding in DSML and the existing shareholding of DSML and its nominees in DBOL will stand cancelled (“**Share Cancellation**”) such that the shareholding of DSML and DBOL will mirror each other (“**Mirror Shareholding**”). Following this, GV Promoter Group will transfer their equity shareholding in DBOL to the GT Promoter Group, and similarly, the GT Promoter Group will transfer their shareholding in DSML to the GV Promoter Group in accordance with the provisions of the Scheme (“**Share Transfers**”). Therefore, the following four steps, viz., (i) Demerger; (ii) Mirror Shareholding; (iii) Share Cancellation; and (iv) Share Transfers comprise the “**Proposed Transaction**”.
4. In view of the foregoing, the Proposed Transaction is an acquisition of shares, voting rights and control within the meaning of Section 5(a) of the Competition

Act, 2002 (“**Act**”), and is accordingly, the Proposed Transaction is being notified to the Hon’ble Competition Commission of India.

C. Products, services and business(es) of the parties to the combination

Promoter Shareholders

5. The promoter – manager family group of DSML comprises of two families, viz., the group represented by Mr. Gaurav Goel, or the GV Promoter Group, and the group represented by Mr. Gautam Goel or the GT Promoter Group. Mr. Gaurav Goel and Mr. Gautam Goel are presently the managing directors of DSML.

DSML

6. DSML is a public company, limited by shares, incorporated under the provisions of the Companies Act, 1913. At present, DSML has five manufacturing units situated in the state of Uttar Pradesh. DSML has manufacturing facilities of sugar, power, industrial alcohol, ethanol, chemicals and potable alcohol with different capacities. The equity shares of DSML are listed on the Stock Exchanges.

DBOL

7. DBOL is a public company, limited by shares, incorporated under the provisions of the Companies Act, 2013. At present, all the shares of the DBOL are held by DSML and its nominees, such that DBOL is a wholly owned subsidiary of DSML. The objects of DSML are similar to those of DBOL, i.e. to carry out the dealing in and manufacturing of sugar, power and industrial alcohol, ethanol, chemicals and potable alcohol. However, at present, DBOL is yet to commence operations.

D. Green Channel Notification

8. DSML, DBOL and the Promoter Shareholders (including their respective group entities and/or any entity in which they, directly or indirectly, hold shares and/or control), do not produce/provide similar or identical or substitutable product(s) or service(s). Further, there are no existing or potential vertical or complementary relationships between the activities of the Parties.

9. As such, the Proposed Transaction is being notified under Regulation 5A and Schedule III of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (as amended).
