



Dhampur Sugar Mills Limited

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June 10, 2012

**Mr Suprabhat Lala (Asst. Vice President)
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051.**

Dear Sir,

Sub: Intimation under Clause 36 of the Listing Agreement.

Further to our letter dated May 30, 2012, we would like to intimate that the Board of Directors ("Board") of Dhampur Sugar Mills Limited ("Company") in its meeting held on June 10, 2012, gave its approval to the amalgamation of JK Sugar Limited ("Transferor Company") with the Company ("Transferee Company"), by way of and in accordance with a scheme of amalgamation amongst the Company, the Transferor Company and their respective shareholders and creditors ("Scheme of Amalgamation") in accordance with the provisions of Sections 391 to 394 of the Companies Act, 1956 and other applicable laws, rules and regulations. The approval of the Board is subject to fairness opinion report of the Merchant banker on the Valuation, receipt of requisite regulatory approvals and consents and sanction by the stock exchanges, and the Hon'ble High Courts of Allahabad and Calcutta. The Board has fixed the Appointed Date for the proposed Scheme of Amalgamation as April 1, 2012.

After taking into account the recommendations of the share exchange ratio provided by Mittal Gupta & Co., Chartered Accountants, one of the Statutory Auditors of the Company, (the independent valuer appointed for such purpose) and subject to receipt of the fairness opinion report from Religare Capital Markets Limited (the independent merchant banker appointed for such purpose) on the said valuation report and the same being found acceptable, the Board approved the share exchange ratio of 275:1000, meaning thereby that every equity shareholder of the Transferor Company holding 1,000 fully paid-up equity shares of Rs. 10 (Rupees ten) each in the Transferor Company shall, as on the record date (as determined in terms of the Scheme of Amalgamation) upon sanction of the Scheme of Amalgamation and it becoming effective, be entitled to receive 275 fully paid-up equity shares of Rs. 10 (Rupees ten) each in the Transferee Company.

This is for your information and record.

Thanking you,

Yours truly,
For Dhampur Sugar Mills Limited


Executive President (Finance) & Company Secretary

