IN THE HIGH COURT OF JUDICATURE AT ALLAHABAD

ORIGINAL COMPANY JURISDICTION

COMPANY APPLICATION NO. 16 OF 2012
(Under Section-391 read with Section-394 of the Companies Act, 1956)

AN APPLICATION FOR AMALGAMATION OF COMPANIES

IN THE MATTER OF THE COMPANIES ACT, 1956
AND

IN THE MATTER OF:
The Scheme of Amalgamation, under Sections 391 to 394 of the Companies Act, 1956,

of JK Sugar Limited with Dhampur Sugar Mills Limited.
AND
IN THE MATTER OF:

DHAMPUR SUGAR MILLS LIMITED (hereinafter referred to as 'DSML'), an existing company within the meaning of and governed by the Companies Act, 1956 and having its Registered Office at Dhampur, Distt Bijnor in the State of Uttar Pradesh, within the jurisdiction of the aforesaid High Court

……. Applicant/ Transferee Company
AND

IN THE MATTER OF:
J K SUGAR LIMITED (hereinafter referred to as 'JKSL'), an existing company within the meaning of and governed by the Companies Act, 1956 and having its Registered Office at 7-Council House Street, Kolkata-700001 in the State of West Bengal, outside the jurisdiction of the aforesaid High Court.

…….Transferor Company

MINUTES

OF THE MEETING OF SHAREHOLDERS OF THE DHAMPUR SUGAR MILLS LIMITED

CHAIRMAN :

Sri H.M.B. Sinha, Advocate, and Sri Diptiman Singh, Advocate, the persons appointed by this Hon`ble High Court by its Order Dated 26 November, 2012, to act as the Chairman and Alternate Chairman respectively of the meeting of the shareholders of The Dhampur Sugar Mills Limited (hereinafter referred to as DSML or Transferee Company) being present at the meeting, as per direction of the High Court Sri H.M.B. Sinha, Advocate took the chair.

QUORUM :

On the instructions of the Chairman, Mr Arhant Jain, Executive President and Secretary of the company verified that there were 38,475 Shareholders in the Transferee Company holding 5,39,05,975 equity shares of Rs.10/- each for an aggregate value of Rs. 53,90,59,750/- (Rupees Fifty Three Crores Ninety Lacs Fifty Nine Thousand Seven Hundred Fifty only) constituting 5,39,05,975 votes and 8,82,953 Preference Shares of Rs.100 each for an aggregate value of Rs.8,82,95,300 (Rupees Eight Crores Eighty Two Lacs Ninety Five Thousand Three Hundred) constituting 88,29,530 votes. The said meeting was attended either personally or through authorized representative/proxy by 41 (Forty One) Shareholders of the said company, entitled together to Rs. 391337530/- (Rupees Thirty Nine Crores Thirteen Lacs Thirty Seven Thousand Five Hundred Thirty Only) carrying 39133753 votes. The required quorum as per directions of this Hon'ble High Court Order dated 26th November, 2012 being present, The Chairman called the meeting to order and proceeded with the business.

NOTICE OF THE MEETING :

Notice of the meeting, served individually upon the shareholders and by advertisement published in HINDUSTAN TIMES, an English newspaper in its Delhi edition on 7th December, 2012 and in AMAR UJALA, a Hindi newspaper in its Moradabad edition on 7th December, 2012, to be held at Sugar Mill Compound, Dhampur, Distt Bijnore, Uttar Pradesh today, was taken as read.

AMALGAMATION OF J K SUGAR LIMITED WITH COMPANY :

1. That the Scheme of Amalgamation of J K Sugar Limited with Dhampur Sugar Mills Limited was read out and explained by Mr Saket Sharma to the meeting on the instructions of the Chairman and the question submitted to the said meeting was whether the shareholders of said Company approves, with or without modification(s), the said Scheme of Amalgamation submitted to the meeting and whether they agree thereto.

2. That voting upon the aforesaid question of considering and approving, with or without modification(s), the Scheme of Amalgamation was then conducted by poll through ballot. The said meeting was unanimously of the view that the Scheme of Amalgamation of J K Sugar Limited with Dhampur Sugar Mills Limited be approved, adopted and agreed to without any modification. Accordingly, the resolution to this effect placed before the meeting was unanimously passed by all the shareholders present at the meeting, as under :

"RESOLVED that the Scheme of amalgamation of J K Sugar Limited with Dhampur Sugar Mills Limited and their respective shareholders and creditors, being Annexure 1 in Company Application No. 16 of 2012, a copy of which had also been circulated among the Shareholders of the Company along with the notice dated 1.12.2012 convening the meeting and a copy whereof duly initialed by the Chairperson for the purposes of identification has also been placed before the meeting, be and is hereby approved and agreed to without any modification".

3. That the result of the voting upon the said resolution was as follows :

Total Votes Cast	:	39133753 (41 in Numbers)
Invalid Votes	:	Nil
Valid Votes	:	39133753
Votes in Favour	:	39133753
Votes Against	:	Nil
Result of Voting	:	Scheme of Amalgamation was adopted unanimously by the meeting.

4. That none of the shareholders present at the meeting voted against the said Scheme of Amalgamation being adopted and carried into effect.

5. That ballot papers, consisting resolution, through which aforesaid votes were casted by shareholders who attended and voted in favour of said Scheme of Amalgamation without any modification were duly scrutinized and verified by Mr. Jitender Sharma and Mr. Vikas Agarwal.

6. The meeting got concluded with a vote of thanks to the Chair.

7. We gratefully acknowledge the courtesies extended to us by the management of the company and we are thankful for the same.

Dated this 12th day of January, 2013

Sd.
DIPTIMAN SINGH
(ADVOCATE)
ALTERNATE CHAIRMAN

Sd.
H.M.B. SINHA
(ADVOCATE)
CHAIRMAN OF THE MEETING