

October 4, 2010

DCS - CRD Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Fax No. 2272 3719/ 2037 Stock Code: 500032	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No. 2659 8237/ 8238 Stock Code:BAJAJHIND
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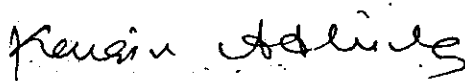
Dear Sirs,

Pursuant to Clause 31(e) of the Listing Agreement, we enclose herewith copies of Minutes of the Meeting of (i) the Equity Shareholders (ii) Secured Creditors and (iii) Unsecured Creditors of the Company convened under Section 394 read with Section 391 of the Companies Act, 1956, held on Tuesday, the 7th day of September, 2010 at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **BAJAJ HINDUSTHAN LTD.**


KAUSIK ADHIKARI
DEPUTY COMPANY SECRETARY

Encl: as above

Kushagra Bajaj
Dy. Company Secretary

MINUTES OF THE MEETING OF EQUITY SHAREHOLDERS OF BAJAJ HINDUSTHAN LIMITED CONVENED PURSUANT TO THE ORDER DATED JULY 23, 2010 OF THE HON'BLE HIGH COURT OF JUDICATURE AT BOMBAY IN COMPANY SUMMONS FOR DIRECTION NO. 503 OF 2010 AND HELD ON TUESDAY, SEPTEMBER 07, 2010, AT 11.00 A.M. (1100 HRS) AT KAMALNAYAN BAJAJ HALL, BAJAJ BHAWAN, JAMNALAL BAJAJ MARG, 226 NARIMAN POINT, MUMBAI- 400 021

PRESENT

DIRECTORS

- | | |
|-----------------------------|---|
| 1. Mr. Kushagra Bajaj | Chairman of the meeting appointed by the Order of the Hon'ble High Court of Judicature at Bombay and a member of the Company. Also, as a proxy for 9 other members. |
| 2. Mr. D.S.Mehta | Independent Director and a member of the Company. Also, as an Authorised Representative of Bajaj Holdings and Investments Ltd. and Maharashtra Scooters Limited. |
| 3. Mr. R.V. Ruia | Independent Director and a member of the Company |
| 4. Mr. D.K.Shukla | Independent Director |
| 5. Mr. Alok Krishna Agarwal | Independent Director |
| 6. Dr. Sanjeev Kumar | Director (Corporate & Legal Affairs) |

EXECUTIVES

1. Mr. Pradeep Parakh, President & Company Secretary
2. Mr. Manoj Maheshwari, Chief Finance Officer

OTHERS

1. Mr. Amit Chaturvedi, Partner, Chaturvedi & Shah, Statutory Auditors
2. Ms. Mumtaz Bandukwala, Partner, Junnarkar & Associates, Solicitors

SHAREHOLDERS

138 shareholders were present in person/by proxy.

1. CHAIRMAN

Since, Mr. Shishir Bajaj, Chairman was not present, in his absence Mr. Kushagra Bajaj occupied the chair as per the Order dated July 23, 2010 of the Hon'ble High Court of Judicature at Bombay in Company Summons for Direction No. 503 of 2010.

2. QUORUM

The Chairman welcomed the shareholders who were present at the meeting in person or by proxy. He then introduced the Directors and Executives of the Company present on the dais. Thereafter the Chairman declared that the requisite quorum as stipulated under the Order dated July 23, 2010



of Hon'ble High Court of Judicature at Bombay was present and called the meeting to order. The proceedings of the meeting then commenced.

3. DISTRIBUTION OF POLL PAPER

The Chairman informed the shareholders that the meeting is convened in accordance with the directions of the Hon'ble High Court of Judicature at Bombay vide its Order dated July 23, 2010 and requested the Company Secretary to arrange for distribution of Poll papers to the shareholders present in person or by proxy.

4. PROXIES

The Chairman informed the shareholders that the Company has received 93 valid proxies for 9,30,79,979 equity shares and 17 authorisations from bodies corporate for 2,38,85,564 equity shares of the Company. He informed the shareholders that Proxy forms and Proxy register are available for inspection by the equity shareholders during the continuance of the meeting.

5. NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS

The Chairman stated that the Notice dated July 23, 2010 convening the Meeting of Equity Shareholders with the Explanatory Statement and Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited with Bajaj Hindusthan Limited, were circulated to the members. Thereafter, the Chairman requested Mr. Pradeep Parakh, Company Secretary to read the Notice. At the request and with the consent of all the members present, the Notice convening the meeting alongwith its enclosures was taken as read at the meeting.

6. PROCEDURE OF VOTING

The Chairman then declared that the resolution embodying the approval for the Scheme of Amalgamation would be decided by poll as per the order of the Hon'ble High Court of Judicature at Bombay and informed the shareholders that arrangements have been made for deposit of the poll papers by the shareholders in the demarcated poll box kept at the meeting.

7. APPOINTMENT OF SCRUTINEERS

The Chairman appointed Mr. Hemant Panpalia, a shareholder of the Company and Mr. R. Ramachandran, a Practicing Company Secretary as Scrutineers in respect of the poll.

8. RESOLUTIONS CARRIED FOR APPROVAL OF SCHEME OF AMALGAMATION OF BAJAJ HINDUSTHAN SUGAR AND INDUSTRIES LIMITED WITH BAJAJ HINDUSTHAN LIMITED

The Chairman narrated the salient features of the Scheme and stated that it is proposed to merge Bajaj Hindusthan Sugar and Industries Limited with its Holding Company Bajaj Hindusthan Limited in the best interest of shareholders and other stakeholders of the Company. The Chairman invited members to seek clarifications and express their views, if any, with regards to the Scheme of Amalgamation. Certain shareholders, Viz. – Ms. Shobhana S. Mehta, Ms. Ashalata Maheshwari, Ms. Homayun B. Pouredahi, Mr. Joseph B. Martins, Mr. Michael P. Martins and Mr. K. J. Shah voiced their observations and raised certain queries and sought some details with regard to the Scheme of Amalgamation.

These shareholders welcomed Mr. Kushagra Bajaj, the Chairman appointed by the Court for this meeting and appreciated the decision for the amalgamation and other aspects relating to the amalgamation which are summarised below:

- The exhaustive details provided in the Notice and the Explanatory Statement attached thereto alongwith the draft Scheme of Amalgamation that were circulated well in advance;
- Expressed faith in achieving the objective of amalgamation thru the combined strength of the Transferor and Transferee company that are in similar line of business;



- Appreciated and acknowledged the exhaustive and detailed valuation reports given by M/s L.B. Jha & Co. and M/s T.P. Ostwal & Associates;
- The share exchange ratio proposed in the Scheme as reasonably fair as per the valuation reports as well as the prevailing price of shares of both the Companies;
- Acknowledged the fairness opinion provided by M/s Systematix Corporate Services Limited;
- Extended full support for the approval and requested the shareholders present for an unanimous approval of the Scheme in best interest of all shareholders;
- Expressed hopes for sugar industry to flourish and flowing benefits to the larger entity with combined economic strengths which will benefit the shareholders in long run.

Some queries posed by shareholders primarily pertained to aspects like estimate total expenditure for the process of amalgamation, pre and post merger employee strength of the Company and approximate time to be consumed in the entire process including the formalities at Bombay High Court.

The Chairman thanked the members for their active participation and expression of faith and trust in management of the Company. He responded to the queries of shareholders to their satisfaction. The Chairman also stated that post amalgamation size of Bajaj Hindusthan Limited(BHL) will comprise 14 sugar plants having an aggregate capacity of 1,36,000 TCD, 6 distillery having aggregate capacity of 800 KL per day and BHL will be the only company having a pan U.P. presence i.e. eastern, central and western part of Uttar Pradesh. Uttar Pradesh and Maharashtra mills being amongst the lowest cost producer of sugar in the world, the consolidated size and combined strength of the Company shall augur well for the Company's future and also for all its stakeholders, viz. shareholders, creditors, employees and society at large.

Thereafter at the request of the Chairman, Mr. Pradeep Parakh, Company Secretary read the following resolution for approval of the Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited with Bajaj Hindusthan Limited by the members of the Company:-

"RESOLVED THAT pursuant to Sections 391 to 394 and the other applicable provisions, if any, of the Companies Act, 1956 and subject to the sanction of the Hon'ble High Court of Judicature at Bombay and other requisite consents and approvals, if any, being obtained, the Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited (the "Transferor Company") with Bajaj Hindusthan Limited (the "Transferee Company") to come into operation from the Appointed Date which is 1st April 2010, as circulated alongwith Notice dated 23rd July 2010 and which is placed before this meeting and for the purpose of identification initialled by the Chairman of the meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors (or Committee thereof duly authorized by the Board of Directors) be and is hereby authorized to sign and execute all necessary documents, papers and writings and to do, execute and perform all acts, deeds, matters and things and take all such steps, as may be necessary, desirable or expedient to give effect to the said Scheme of Amalgamation or any modification thereto as approved or as directed by the Hon'ble High Court and for the purpose of effectuating this Resolution."

The resolution was proposed by Mr. Kirti J. Shah (DP id: 12021600 Client id: 00012561) and seconded by Ms. Shobhana S. Mehta, (DP id: IN300513 Client id: 10543512), both shareholders of the Company.

9. POLL PROCESS

The Chairman then announced the commencement of poll. The Scrutineers inspected the empty poll box and locked the box. After all the members, proxies and representatives of Bodies Corporate present at the meeting exercised their votes and deposited their poll papers in the poll box, the Scrutineers locked and sealed the poll box and at the request of the Chairman took charge of the poll box.



The Chairman announced that the Scrutineers will commence the process of counting of votes on the same day i.e. September 7, 2010 and results will be announced after receipt of the report from the Scrutineers.

10. MEETING CONCLUDED

The Chairman thanked the shareholders for their participation in the meeting and declared that the meeting is concluded.

11. VOTE OF THANKS

Meeting concluded with a vote of thanks to the chair proposed by Mr. D.S. Mehta.

12. The Scrutineers commenced counting and scrutiny of the poll papers and other related documents from 2.00 p.m. on September 7, 2010 at the Registered Office of the Company at Conference Room, 2nd Floor, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021 and submitted their report to the Chairman on September 7, 2010 at 7.00 p.m.

The results of the poll as per the Scrutineers' Report were as follows:

Particulars	Total number of votes cast	Total value of equity shares of Re. 1/- each representing the number of votes cast
Total number of Poll papers deposited by Equity Shareholders present in person (including by authorized representative) or by proxy and voting	132	108538287
Less: No. of Poll papers found to be invalid	6	1500
Total No. of Valid Poll papers	126	108536787
Less: Poll papers Clubbed on account of multiple folios	11	N.A
Total No. of Shareholders present and voting in person (including by authorized representative) or by proxy	115	108536787
Total No. of votes in favour of the Scheme	115	108536787
Total No. of votes against the Scheme	NIL	NIL
% of votes in favour of the Scheme	100%	100%
% of votes against of the Scheme	0%	0%

The Scheme of Amalgamation was accordingly declared to be duly approved by the requisite majority in number and value in accordance with the requirements of Section 391(2) of the Companies Act, 1956.

Sd/-
CHAIRMAN



MINUTES OF THE MEETING OF SECURED CREDITORS OF BAJAJ HINDUSTHAN LIMITED CONVENED PURSUANT TO THE ORDER DATED JULY 23, 2010 OF THE HON'BLE HIGH COURT OF JUDICATURE AT BOMBAY IN COMPANY SUMMONS FOR DIRECTION NO. 503 OF 2010 AND HELD ON TUESDAY, SEPTEMBER 07, 2010, AT 1.00 P.M. (1300 HRS) AT KAMALNAYAN BAJAJ HALL, BAJAJ BHAWAN, JAMNALAL BAJAJ MARG, 226 NARIMAN POINT, MUMBAI- 400 021

PRESENT

DIRECTORS

- | | |
|-----------------------------|--|
| 1. Mr. Kushagra Bajaj | Chairman of the meeting appointed by the Order of the Hon'ble High Court of Judicature at Bombay |
| 2. Mr. D.S.Mehta | Independent Director |
| 3. Mr. R.V. Ruia | Independent Director |
| 4. Mr. D.K.Shukla | Independent Director |
| 5. Mr. Alok Krishna Agarwal | Independent Director |
| 6. Dr. Sanjeev Kumar | Director (Corporate & Legal Affairs) |

EXECUTIVES

1. Mr. Pradeep Parakh, President & Company Secretary
2. Mr. Manoj Maheshwari, Chief Finance Officer

OTHERS

1. Mr. Amit Chaturvedi, Partner, Chaturvedi & Shah, Statutory Auditors
2. Ms. Mumtaz Bandukwala, Partner, Junnarkar & Associates, Solicitors

SECURED CREDITORS

16 Secured Creditors were present in person/by proxy.

1. CHAIRMAN

Since, Mr. Shishir Bajaj, Chairman was not present, in his absence Mr. Kushagra Bajaj occupied the chair as per the Order dated July 23, 2010 of the Hon'ble High Court of Judicature at Bombay in Company Summons for Direction No. 503 of 2010.

2. QUORUM

The Chairman welcomed the Secured Creditors who were present at the meeting in person or by proxy. He then introduced the Directors and Executives of the Company present on the dais. Thereafter the Chairman declared that the requisite quorum as stipulated under the Order dated July 23, 2010 of Hon'ble High Court of Judicature at Bombay was present and called the meeting to order. The proceedings of the meeting then commenced.



3. DISTRIBUTION OF POLL PAPER

The Chairman informed the Secured Creditors that the meeting is convened in accordance with the directions of the Hon'ble High Court of judicature at Bombay vide its Order dated July 23, 2010 and requested the Company Secretary to arrange for distribution of Poll papers to the Secured Creditors present in person or by proxy.

4. PROXIES

The Chairman informed the Secured Creditors that the Company has received 13 valid proxies for Rs. 24,54,25,41,601 and 3 authorisations from bodies corporate for Rs. 228,92,41,666. He informed the Secured Creditors that Proxy forms and Proxy register are available for inspection by the Secured Creditors during the continuance of the meeting.

5. NOTICE OF THE MEETING OF SECURED CREDITORS

The Chairman stated that the Notice dated July 23, 2010 convening the Meeting of Secured Creditors with the Explanatory Statement and Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited with Bajaj Hindusthan Limited were circulated to the Secured Creditors. Thereafter, the Chairman requested Mr. Pradeep Parakh, Company Secretary to read the Notice. At the request and with the consent of all the Secured Creditors present, the Notice convening the meeting alongwith its enclosures was taken as read at the meeting.

6. PROCEDURE OF VOTING

The Chairman then declared that the resolution embodying the approval for the Scheme of Amalgamation would be decided by poll as per the order of the Hon'ble High Court of Judicature at Bombay and informed the Secured Creditors that arrangements have been made for deposit of the poll papers by the Secured Creditors in the demarcated poll box kept at the meeting.

7. APPOINTMENT OF SCRUTINEERS

The Chairman appointed Mr. Suresh Pandey, representative of State Bank of India, a Secured Creditor of the Company and Mr. R. Ramachandran, a Practicing Company Secretary as Scrutineers in respect of the poll.

8. RESOLUTIONS CARRIED FOR APPROVAL OF SCHEME OF AMALGAMATION OF BAJAJ HINDUSTHAN SUGAR AND INDUSTRIES LIMITED WITH BAJAJ HINDUSTHAN LIMITED

The Chairman narrated the salient features of the Scheme and stated that it is proposed to merge Bajaj Hindusthan Sugar and Industries Limited with its Holding Company Bajaj Hindusthan Limited in the best interest of Secured Creditors and other stakeholders of the Company. The Chairman invited Secured Creditors to seek clarifications and express their views, if any, with regards to the Scheme of Amalgamation.

As there were no queries, at the request of the Chairman, Mr. Pradeep Parakh, Company Secretary read the following resolution for approval of the Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited with Bajaj Hindusthan Limited by the Secured Creditors of the Company:-

"RESOLVED THAT pursuant to Sections 391 to 394 and the other applicable provisions, if any, of the Companies Act, 1956 and subject to the sanction of the Hon'ble High Court of Judicature at Bombay and other requisite consents and approvals, if any, being obtained, the Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited (the "Transferor Company") with Bajaj Hindusthan Limited (the "Transferee Company") to come into operation from the Appointed Date which is 1st April 2010, as circulated alongwith Notice dated 23rd July 2010 and which



is placed before this meeting and for the purpose of identification initialled by the Chairman of the meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors (or Committee thereof duly authorized by the Board of Directors) be and is hereby authorized to sign and execute all necessary documents, papers and writings and to do, execute and perform all acts, deeds, matters and things and take all such steps, as may be necessary, desirable or expedient to give effect to the said Scheme of Amalgamation or any modification thereto as approved or as directed by the Hon’ble High Court and for the purpose of effectuating this Resolution.”

The resolution was proposed by Mr. D. Purnachandra Rao, representative of Corporation Bank (Vendor Code: 13800018) and seconded by Mr. Suresh Pandey, representative of State Bank of India (Vendor Code: 13800018), both Secured Creditors of the Company.

9. POLL PROCESS

The Chairman then announced the commencement of poll. The Scrutineers inspected the empty poll box and locked the box. After all the Secured Creditors, proxies and representatives of Bodies Corporate present at the meeting exercised their votes and deposited their poll papers in the poll box, the Scrutineers locked and sealed the poll box and at the request of the Chairman took charge of the poll box.

The Chairman announced that the Scrutineers will commence the process of counting of votes on the same day i.e. September 7, 2010 and results will be announced after receipt of the report from the Scrutineers.

10. MEETING CONCLUDED

The Chairman thanked the Secured Creditors for their participation in the meeting and declared that the meeting is concluded.

11. VOTE OF THANKS

Meeting concluded with a vote of thanks to the chair proposed by Mr. D.K. Shukla.

12. The Scrutineers commenced counting and scrutiny of the poll papers and other related documents from 3.00 p.m. on September 7, 2010 at the Registered Office of the Company at Conference Room, 2nd Floor, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021 and submitted their report to the Chairman on September 7, 2010 at 7.30 p.m.

The results of the poll as per the Scrutineers’ Report were as follows:

Particulars	Total number of votes cast	Total value representing the number of votes cast
Total number of Poll papers deposited by Secured Creditors present in person (including by authorized representative) or by proxy and voting	16	29,26,02,12,112
Less: No. of Poll papers found to be invalid	0	0
Total No. of Valid Poll papers	16	29,26,02,12,112



Less: Poll papers Clubbed on account of multiple folios	0	0
Total No. of Secured Creditors present and voting in person (including by authorized representative) or by proxy	16	29,26,02,12,112
Total No. of votes in favour of the Scheme	16	29,26,02,12,112
Total No. of votes against the Scheme	0	0
% of votes in favour of the Scheme	100%	100%
% of votes against of the Scheme	0%	0%

The Scheme of Amalgamation was accordingly declared to be duly approved by the requisite majority in number and value in accordance with the requirements of Section 391(2) of the Companies Act, 1956.

Sd/-
CHAIRMAN



Kashin Ashu
Dy. Company Secretary

MINUTES OF THE MEETING OF UNSECURED CREDITORS OF BAJAJ HINDUSTHAN LIMITED CONVENED PURSUANT TO THE ORDER DATED JULY 23, 2010 OF THE HON'BLE HIGH COURT OF JUDICATURE AT BOMBAY IN COMPANY SUMMONS FOR DIRECTION NO. 503 OF 2010 AND HELD ON TUESDAY, SEPTEMBER 07, 2010, AT 1.30 P.M. (1330 HRS) AT KAMALNAYAN BAJAJ HALL, BAJAJ BHAWAN, JAMNALAL BAJAJ MARG, 226 NARIMAN POINT, MUMBAI- 400 021

PRESENT

DIRECTORS

- | | |
|-----------------------------|--|
| 1. Mr. Kushagra Bajaj | Chairman of the meeting appointed by the Order of the Hon'ble High Court of Judicature at Bombay |
| 2. Mr. D.S.Mehta | Independent Director |
| 3. Mr. R.V. Ruia | Independent Director |
| 4. Mr. D.K.Shukla | Independent Director |
| 5. Mr. Alok Krishna Agarwal | Independent Director |
| 6. Dr. Sanjeev Kumar | Director (Corporate & Legal Affairs) |

EXECUTIVES

1. Mr. Pradeep Parakh, President & Company Secretary
2. Mr. Manoj Maheshwari, Chief Finance Officer

OTHERS

1. Mr. Amit Chaturvedi, Partner, Chaturvedi & Shah, Statutory Auditors
2. Ms. Mumtaz Bandukwala, Partner, Junnarkar & Associates, Solicitors

UNSECURED CREDITORS

202 Unsecured Creditors were present in person/by proxy.

1. CHAIRMAN

Since, Mr. Shishir Bajaj, Chairman was not present, in his absence Mr. Kushagra Bajaj occupied the chair as per the Order dated July 23, 2010 of the Hon'ble High Court of Judicature at Bombay in Company Summons for Direction No. 503 of 2010.

2. QUORUM

The Chairman welcomed the Unsecured Creditors who were present at the meeting in person or by proxy. He then introduced the Directors and Executives of the Company present on the dais. Thereafter Chairman declared that the requisite quorum as stipulated under the Order dated July 23, 2010 of Hon'ble High Court of Judicature at Bombay was present and called the meeting to order. The proceedings of the meeting then commenced.



3. DISTRIBUTION OF POLL PAPER

The Chairman informed the Unsecured Creditors that the meeting is convened in accordance with the directions of the Hon'ble High Court of Judicature at Bombay vide its Order dated July 23, 2010 and requested the Company Secretary to arrange for distribution of Poll papers to the Unsecured Creditors present in person or by proxy.

4. PROXIES

Chairman informed the Unsecured Creditors that the Company has received 201 valid proxies for Rs. 15,41,83,93,452 and 3 authorisations from bodies corporate for Rs. 4,88,26,51,814. He informed the Unsecured Creditors that Proxy forms and Proxy registers are available for inspection by the Unsecured Creditors during the continuance of the meeting.

5. NOTICE OF THE MEETING OF UNSECURED CREDITORS

The Chairman stated that the Notice dated July 23, 2010 convening the Meeting of Unsecured Creditors with the Explanatory Statement and Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited with Bajaj Hindusthan Limited were circulated to the Unsecured Creditors. Thereafter, the Chairman requested Mr. Pradeep Parakh, Company Secretary to read the Notice. At the request and with the consent of all the Unsecured Creditors present, the Notice convening the meeting alongwith its enclosures was taken as read at the meeting.

6. PROCEDURE OF VOTING

The Chairman then declared that the resolution embodying the approval for the Scheme of Amalgamation would be decided by poll as per the order of the Hon'ble High Court of Judicature at Bombay and informed the Unsecured Creditors that arrangements have been made for deposit of the poll papers by the Unsecured Creditors in the demarcated poll box kept at the meeting.

7. APPOINTMENT OF SCRUTINEERS

The Chairman appointed Mr. Pramod Gupta, representative of M/s S. Balaji Mech-Tech Pvt. Limited, a Unsecured Creditor of the Company and Mr. R. Ramachandran, a Practicing Company Secretary as Scrutineers in respect of the poll.

8. RESOLUTIONS CARRIED FOR APPROVAL OF SCHEME OF AMALGAMATION OF BAJAJ HINDUSTHAN SUGAR AND INDUSTRIES LIMITED WITH BAJAJ HINDUSTHAN LIMITED

The Chairman narrated the salient features of the Scheme and stated that it is proposed to merge Bajaj Hindusthan Sugar and Industries Limited with its Holding Company Bajaj Hindusthan Limited in the best interest of Unsecured Creditors and other stakeholders of the Company. The Chairman invited Unsecured Creditors to seek clarifications and express their views, if any, with regards to the Scheme of Amalgamation.

As there were no queries, at the request of the Chairman, Mr. Pradeep Parakh, Company Secretary read the following resolution for approval of the Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited with Bajaj Hindusthan Limited by the Unsecured Creditors of the Company:-

"RESOLVED THAT pursuant to Sections 391 to 394 and the other applicable provisions, if any, of the Companies Act, 1956 and subject to the sanction of the Hon'ble High Court of Judicature at Bombay and other requisite consent and approvals, if any, being obtained, the Scheme of Amalgamation of Bajaj Hindusthan Sugar and Industries Limited (the "Transferor Company") with Bajaj Hindusthan



Limited (the "Transferee Company") to come into operation from the Appointed Date which is 1st April 2010, as circulated alongwith Notice dated 23rd July 2010 and which is placed before this meeting and for the purpose of identification initialled by the Chairman of the meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors (or Committee thereof duly authorized by the Board of Directors) be and is hereby authorized to sign and execute all necessary documents, papers and writings and to do, execute and perform all acts, deeds, matters and things and take all such steps, as may be necessary, desirable or expedient to give effect to the said Scheme of Amalgamation or any modification thereto as approved or as directed by the Hon'ble High Court and for the purpose of effectuating this Resolution."

The resolution was proposed by Mr. Ravi Kavadia, representative of M/s K.K. Construction and Builders (Vendor Code: 3000592) and seconded by Mr. Vikas Pathak, representative of M/s Sova and Company (Vendor Code: 5000113), both Unsecured Creditors of the Company.

9. POLL PROCESS:

The Chairman then announced the commencement of poll. The Scrutineers inspected the empty poll box and locked the box. After all the Unsecured Creditors, proxies and representatives of Bodies Corporate present at the meeting exercised their votes and deposited their poll papers in the poll box, the Scrutineers locked and sealed the poll box and at the request of the Chairman took charge of the poll box.

The Chairman announced that the Scrutineers will commence the process of counting of votes on the same day i.e. September 7, 2010 and results will be announced after receipt of the report from the Scrutineers.

10. MEETING CONCLUDED

Chairman thanked the Unsecured Creditors for their participation in the meeting and declared that the meeting is concluded.

11. VOTE OF THANKS

Meeting concluded with a vote of thanks to the chair proposed by Mr. D.S. Mehta.

12. The Scrutineers commenced counting and scrutiny of the poll papers and other related documents from 3.30 p.m. on September 7, 2010 at the Registered Office of the Company at Conference Room, 2nd Floor, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021 and submitted their report to the Chairman on September 7, 2010 at 8.30 p.m.

The results of the poll as per the Scrutineers' Report were as follows:

Particulars	Total number of votes cast	Total value representing the number of votes cast
Total number of Poll papers deposited by Unsecured Creditors present in person (including by authorized representative) or by proxy and voting	202	1809,32,62,686
Less: No. of Poll papers found to be invalid	14	303,74,91,641



Total No. of Valid Poll papers	188	1505,57,71,045
Less: Poll papers Clubbed on account of multiple folios	0	0
Total No. of Unsecured Creditors present and voting in person (including by authorized representative) or by proxy	188	1505,57,71,045
Total No. of votes in favour of the Scheme	188	1505,57,71,045
Total No. of votes against the Scheme	0	0
% of votes in favour of the Scheme	100%	100%
% of votes against of the Scheme	0%	0%

The Scheme of Amalgamation was accordingly declared to be duly approved by the requisite majority in number and value in accordance with the requirements of Section 391(2) of the Companies Act, 1956.



Sd/-
CHAIRMAN