



Dhampur Sugar Mills Limited

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Synopsis of the Scheme of Amalgamation of JK Sugar Limited with Dhampur Sugar Mills Limited:

JK Sugar Limited (Transferor Company) and the Dhampur Sugar Mills Limited (Transferee Company) are engaged in similar businesses and the merger would result in consolidation of their respective businesses into one entity. The amalgamation will enable the Transferee Company to harness and optimize the synergies of the two companies by combining their respective expertise, resources, network and experience and achieve higher financial returns. The amalgamation will enable the Transferee Company to increase efficiencies, reduce costs, capitalize on productivity gains and logistic advantages, thereby significantly contributing to the future growth of the business and will help the Transferee Company to overcome some of the challenges currently faced by companies operating in the sugar industry. The amalgamation is in the best interests of the shareholders, creditors and employees of both companies, as it would enable combining and consolidating the undertaking and business of the Transferor Company with that of the Transferee Company to achieve better growth and profitability and thereby maximizing the benefits to all the stakeholders.

Entitlement of Shareholders of Transferor Company (JKSL) for New Shares in Transferee Company (DSM):

Consequent to merger of JKSL (Transferor Company) 33,08,960 (Thirty Three Lacs Eight Thousand Nine Hundred Sixty only) Equity Shares of Rs. 10 each of Dhampur Sugar Mills Limited (Transferee Company) will be issued to the shareholders of JK Sugar Limited as per the below mentioned exchange ratio in terms of Scheme of Amalgamation:

- in relation to the entitlement of the equity shareholders of the Transferor Company, a share exchange ratio of 1000:275, meaning thereby that upon effectiveness of this Scheme, for every 1000 (thousand) fully paid-up equity shares of Rs. 10 (Rupees ten) each held in the share capital of the Transferor Company as on the Record Date, the holders thereof shall be entitled to receive 275 (two hundred and seventy five) fully paid-up equity shares of Rs. 10 (Rupees ten) each of the Transferee Company, ranking *paripassu* in all respects with the existing equity shares of the Transferee Company;



Regd. Office : Dhampur, Distt. Bijnor, Pin Code : 246 761 (U.P.)

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Units at : (1) Dhampur (2) Mansurpur (3) Asmoli (4) Rajpura

Treatment of Fractional Entitlement of Shares:

If as a result of this Scheme, any shareholder of the Transferor Company becomes entitled to fractional shares of the Transferee Company, then no fractional shares shall be issued by the Transferee Company in respect of the fractional entitlements, and all such fractional entitlements shall be consolidated into whole share(s) and be allotted to one of the directors of the Transferee Company or such other person as may be decided by the Board of Directors of the Transferee Company as a trustee for such shareholders for sale thereof through a registered stock broker within a period of 3 months from the date of listing of shares issued pursuant to this Scheme, at market price and the net sale proceeds of such shares shall be distributed to the shareholders of the Transferor Company entitled thereto in proportion to their respective fractional entitlements. If any fraction is left even after such consolidation, as above, the same shall be ignored.

For Dhampur Sugar Mills Limited



Arhant Jain

Executive President (Finance) & Company Secretary

A small handwritten signature or mark in blue ink.