

Eastern Sugar & Industries Limited

Corporate Office : Chandra Kunj, 3, Pretoria Street, 4th Floor, Kolkata - 700 071

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NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Eastern Sugar & Industries Limited will be held at the Registered Office of the Company at Hanuman Sugar Mills, P. O. Motihari, Dist.: East Champaran, Bihar – 845 401 on Saturday, the 10th November, 2012 at 11.30 A.M. to transact the following special businesses:

ISSUE OF BONUS SHARES TO PREFERENCE SHAREHOLDERS

1. To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT

- a. Pursuant to provisions of the Companies Act, 1956, SEBI (Issue of Capital and Disclosure Requirements) Regulations and Listing Agreement read with Articles of Association of the Company and further subject to such conditions and modifications as the Board of Directors (hereinafter referred to as the Board, which expression shall mean to include any committee of directors constituted by the board in this behalf) of the company consider necessary and determined or agreed to by them while giving such consent, that a sum not exceeding Rs. 4,90,00,000/- (Rupees four crores ninety lacs only) out of the amount standing to the credit of the General Reserve Account of the Company be capitalized and transferred from the said account to Share Capital Account and that the whole or part of the sum capitalized as aforesaid as may be determined by the Board shall be applied for the issue and allotment at par out of the company's un-issued equity shares, to the persons, who hold 300000 12% Cumulative Convertible Preference Shares of Rs. 100/- each and 700000 3% Cumulative Convertible Preference Shares of Rs. 100/- each (hereinafter referred to as "the Preference Share (s)") on the record date to be fixed by the Board upon the footing that they become entitled to the new bonus shares for all purposes as capital, in the following ratio:
 - i. Seven new equity shares of Rs. 10/- each as fully paid bonus shares for every one existing 12% Cumulative Convertible Preference Shares of Rs. 100/- each; and



- ii. Four new equity shares of Rs. 10/- each as fully paid bonus shares for every one existing 3% Cumulative Convertible Preference Shares of Rs. 100/- each;
- b. The issue and allotment of bonus shares as aforesaid shall be subject to the clauses provided in the Memorandum and Articles of Association of the company and shall rank paripassu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend to be declared for the financial year in which bonus shares are allotted;
- c. No letters of allotment shall be issued except as provided in (d) below and share certificates in respect of the bonus shares shall be issued and dispatched to the allottees thereof within the period that may be prescribed in this behalf, from time to time, by statute or applicable regulation or rule;
- d. In the case of allottees who opt for allotment of bonus shares in Demat mode, the shares shall be credited to the respective Demat account whether or not they hold the existing shares in physical or Demat mode;
- e. The Board be and is hereby authorized to take such steps as may become necessary or desirable to effect the resolution for the issue of bonus shares and that, for removal of any doubt or difficulty, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or otherwise reconsider the matter in the changed circumstances, if any, as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

Place: Kolkata

Date: 26TH September, 2012

for **EASTERN SUGAR & INDUSTRIES LIMITED**

By order of the Board

EASTERN SUGAR & INDUSTRIES LTD


Executive Director

Executive Director