



BirlaSugar

K.K. BIRLA GROUP OF SUGAR COMPANIES

OSML/SE/2015-16/19

August 4, 2015

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

The Dy. General Manager
Corporate Relationship Department
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building
P.J. Towers, Dalal Street, Fort
Mumbai-400 001

Stock Code : OUDHSUG

Stock Code : 507260

Dear Sir,

The Board Directors of the Company at their meeting on August 4, 2015 approved the modifications in the following clauses of the Composite Scheme of Arrangement between The Oudh Sugar Mills Limited ('Oudh Sugar') and Upper Ganges Sugar & Industries Limited ('Upper Ganges') and Palash Securities Limited ('Palash Securities') and Allahabad Canning Limited ('Allahabad Canning') and Ganges Securities Limited ('Ganges Securities') and Cinnatollah Tea Limited ('Cinnatollah Tea') and Vaishali Sugar & Energy Limited ('Vaishali Sugar') and Magadh Sugar & Energy Limited ('Magadh Sugar') and Avadh Sugar & Energy Limited ('Avadh Sugar') placed before them:

PART I - Definitions and Share Capital

1. Clause 3 – Share Capital

PART II - Demerger of Food Processing and Investments Business Undertaking of Oudh Sugar to Palash Securities

2. Clause 5 – Discharge of consideration for demerger of Food Processing & Investments Business Undertaking from Oudh Sugar to Palash Securities
3. Clause 6 – Accounting Treatment in the books of Oudh Sugar and Palash Securities pursuant to the demerger of Food Processing & Investments Business Undertaking

PART IX - Merger of Residual Oudh Sugar and Residual Upper Ganges with Avadh Sugar

4. Clause 74 – Discharge of consideration for merger of Residual Oudh Sugar and Residual Upper Ganges with Avadh Sugar
5. Clause 75 – Accounting Treatment in the books of Avadh Sugar pursuant to the merger of Residual Oudh Sugar and Residual Upper Ganges



The Oudh Sugar Mills Limited



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The above modifications are on account of the reallocation of 8.5% Non-Convertible Cumulative Redeemable Preference Share Capital of Oudh Sugar between Palash Securities and Avadh Sugar.

The Board of Directors of the Company, based on the letter dated July 30, 2015 received from M/s. Walker Chandiok & Co LLP - Chartered Accountants, and as per the report received from the Audit Committee recommending the revised Scheme, take on record that there is no modification in the swap ratio.

The said 8.5% Non-Convertible Cumulative Redeemable Preference Share Capital of Oudh Sugar are unlisted securities, therefore upon the Scheme becoming effective, the same will not be listed on Bombay Stock Exchange and the National Stock Exchange.

The Scheme is subject to consent / approval of the requisite majority of shareholders and creditors of Oudh Sugar and Upper Ganges and sanction of the High Court of Judicature of Allahabad and all other regulatory approvals as may be necessary for the implementation of the Scheme.

This is for your information and record. Kindly acknowledge the same

Yours truly,

For The Oudh Sugar Mills Limited

Anand Sharma
Company Secretary



The Oudh Sugar Mills Limited