



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
Company Code No. 507260

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
Company Code No. OUDHSUG

Dear Sir,

Sub: Outcome of Board Meeting

The Board Directors of the Company at their meeting held on March 13, 2015 approved a Composite Scheme of Arrangement under section 391 – 394 of the Companies Act 1956 and the relevant provisions of the Companies Act, 2013 to the extent applicable, 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 Cinnatolliah Tea Limited ('Cinnatolliah Tea') and Vaishali Sugar & Energy Limited ('Vaishali Sugar') and Magadh Sugar & Energy Limited ('Magadh Sugar') and Avadh Sugar & Energy Limited ('Avadh Sugar') as placed before them envisaging the following:

1. Demerger of Food Processing & Investments Business Undertaking from Oudh Sugar to Palash Securities

Share Swap ratio - 27 equity shares of Palash Securities for every 70 equity shares of Oudh Sugar

Post demerger, the shareholding of Palash Securities would be a mirror image of the shareholding of Oudh Sugar

2. Transfer of Food Processing Business Undertaking from Palash Securities to its 100% subsidiary - Allahabad Canning

3. Transfer of Bihar Sugar Business Undertaking of Oudh Sugar to its 100% subsidiary - Vaishali Sugar

4. Merger of Vaishali Sugar with Magadh Sugar

Share Swap Ratio - 276 equity shares of Magadh Sugar for every 13 equity shares of Vaishali Sugar



The Oudh Sugar Mills Limited



BirlaSugar

K.K. BIRLA GROUP OF SUGAR COMPANIES

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5. Merger of Oudh Sugar (constituting of UP Sugar Business Undertaking) & Upper Ganges (constituting of UP Sugar Business Undertaking) with Avadh Sugar

Share Swap Ratio - 2 equity shares of Avadh Sugar for every 9 equity shares of Oudh Sugar

The Board of Directors of the Company, based on the valuation report received from M/s. Walker Chandio & Co LLP - Chartered Accountants and further based on Fairness Opinion Report received from M/s. Corporate Professionals Capital Pvt Ltd, Category-I Merchant Banker, and as per the report received from the Audit Committee recommending the draft scheme, approved the above mentioned Share Swap Ratio.

The restructuring as explained above would achieve the following:

- 1) Segregation of non core business of the Company into a separate listed company.
- 2) Segregation of the core sugar business of the Company carried out in Bihar and UP into separate companies and consolidation of the same with similar business carried out by Upper Ganges, another listed company of the group.

Upon the Scheme becoming effective, shares of Palash Securities will be listed on Bombay Stock Exchange and the National Stock Exchange.

Upon the Scheme becoming effective, shares of Magadh Sugar and Avadh Sugar will be listed on Bombay Stock Exchange, National Stock Exchange and Calcutta 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.

We further wish to inform you that IDBI Bank Ltd. has nominated Mr. Arun Kumar Aggarwal on the Board of Directors of the Company as its Nominee in place of Mr Umesh Jain.

The above is for your information and record.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For The Oudh Sugar Mills Limited


Company Secretary



The Oudh Sugar Mills Limited