



## ANNEXURE I

## Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the Proposed Composite Scheme of Arrangement between The Oudh Sugar Mills Limited, Upper Ganges Sugar & Industries Limited, Palash Securities Limited, Allahabad Canning Limited, Ganges Securities Limited, Cinnatollah Tea Limited, Vaishali Sugar & Energy Limited, Magadh Sugar & Energy Limited and Avadh Sugar & Energy Limited and their respective shareholders and creditors.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

S. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	National Stock Exchange of India Limited
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of Arrangement	Yes - Annexure B
2.b	i. Valuation Report from Independent Chartered Accountant ii. Letter dated July 30, 2015 issued by M/s Walker Chandiook & Co LLP	Yes - Annexure C 1 to C 4 Yes - Annexure C 5
2.c	i. Report from the Audit Committee recommending the Draft Scheme ii. Report from the Audit Committee recommending the revised Draft Scheme	Yes - Annexure D1 Yes - Annexure D 2
2.d	Fairness opinion by merchant banker	Yes - Annexure E
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes - Annexure F 1 to F 9
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of transferor and transferee companies	Yes - Annexure G-1 to G-9
2.g	Compliance with Clause 49 of Listing Agreement	Yes - Annexure H-1 & H-2
2.h	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of filing of this application
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Yes
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares held by the public shareholders	Yes

For Upper Ganges Sugar & Industries Ltd.

Company Secretary



Upper Ganges Sugar & Industries Limited



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5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme. As per the Scheme other than equity shares, Non-Convertible Cumulative Redeemable Preference Shares are to be issued to the existing preference shareholders of Oudh Sugar. The Non-Convertible Cumulative Redeemable Preference Shares are unlisted securities.	Yes
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (b) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	No outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period	Not Applicable

For Upper Ganges Sugar &amp; Industries Limited

  
 Company Secretary

Date: August 17, 2015



Upper Ganges Sugar &amp; Industries Limited