



THE OUDH SUGAR MILLS LIMITED

Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.) Pin : 261 121,
Tel : (+91) (5862) 256220 - Fax : (+91)(5862) 256225

Corporate Office : Unit No. 210/212 Solaris -1, A Wing (2nd Floor), Saki Vihar Road,
Opp : L & T Gate No. 6, Andheri (East), Mumbai 400 072

Tel.: (022)2847 0249 Fax: (022)2847 0275 • Website: www.birla-sugar.com



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Warrant Exercise Application Form

The Board of Directors
The Oudh Sugar Mills Ltd.
P.O – Hargaon
District – Sitapur (U.P) -261121

Date:

Dear Sirs,

In exercise of my/our right as Warrant holder(s), I/We hereby apply for the Equity Shares of the Company against the Detachable Warrants registered in my/our name on the Register of Warrant holders and submit the following particulars together with the Original Warrant Certificates/photocopy of the duly acknowledged Delivery Instruction Slip in "Off-market" mode or counterfoil of the delivery instructions slip in "Off-market" mode, duly acknowledged by the Depository Participant and a cheque/demand draft payable at the Collection centre of HDFC Bank for an amount computed @ Rs. 42.63 per warrant in relation to which the option is being exercised.

I/We authorize you to put my/our names on the Register of Members in respect of the Equity Shares applied for by me/us and which may be allotted by the Company pursuant to this Application.

Subject : Conversion of Warrants

Dear Warrant holder(s)

The Company vide its Letter of Offer dated 17th July, 2008, had offered 3998240 Equity Shares along with Detachable Warrant on rights basis. The Company had issued and allotted 3998240 Warrants on 12th September, 2008, which as per the decision of the Board of Directors of the Company shall be converted into Equity Shares between September 24, 2009 and October 22, 2009 (Warrant Conversion Period). As per the terms of issue of Warrants, each Warrant shall at the option of the warrant holder be converted into 1 Equity Share at an Exercise Price of Rs. 42.63 (Rupees forty-two and paise sixty-three only) calculated in accordance with the formulae suggested therein.

Procedure for Conversion of Warrant into Equity Share:

Application should be made on the Warrant Exercise Application Form enclosed to this letter. Warrant Exercise Application Form would also be available on request with our Share Department at 9/1, R N Mukherjee Road, Birla Building, 5th Floor, Kolkata - 700001 or can also be downloaded from our website www.birla-sugar.com during the Warrant Conversion Period.

(i) **In case of Warrants held in Physical Mode:** During the Warrant Conversion Period, the Warrant holder should send his/her attached application for conversion into Equity Shares duly filled in to any of the Collection Centres of HDFC Bank Limited as mentioned on the Warrant Exercise Application Form along with the Warrant Certificate duly discharged on the reverse. The application should also be accompanied by a cheque/demand draft favouring "The Oudh Sugar Mills Ltd. - Warrants Conversion" for resident Warrant holder and "The Oudh Sugar Mills Ltd. - Warrant Conversion NR Account" for Non-resident warrant holder payable at par at the Collection Centre branch of HDFC Bank Ltd. The Application form along with the discharged Warrant Certificate and payment shall be deposited with the Collection Centre branch **on or before 22nd October, 2009.**

(ii) **In case of Warrants held in Electronic Mode (Dematerialized Form):** During the Warrant Conversion Period, Warrant holders should first transfer their dematerialized holdings to the Demat Account details of which are mentioned below by marking this as an off market transaction. The Warrant holder should send his/her application for conversion into Equity Shares to any of the Collection Centre of HDFC Bank Limited as mentioned on the Warrant Exercise Application Form along with duly acknowledged copy of the Delivery Instruction Slip issued by the Depository Participant of the Warrant holder. The application should also be accompanied by a cheque/demand draft favouring "The Oudh Sugar Mills Ltd. - Warrants Conversion" for resident Warrant holder and "The Oudh Sugar Mills Ltd. - Warrant Conversion NR Account" for Non-resident warrant holder payable at par at the Collection Centre branch of HDFC Bank Limited. The Application form along with the acknowledged Delivery Instruction Slip and Payment shall be deposited with the Collection Centre branch **on or before 22nd October, 2009.**

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ACKNOWLEDGEMENT SLIP

(To be filled in by the Sole/First Applicant)

Received from Mr./Mrs./Ms./M/S an application for conversion of warrants into equity share(s) of Rs.10 each along with Cheque/Draft No. dated drawn on for Rs (in words) being the Warrant Conversion Price.(Please write full address on the reverse, if the application is sent by post and preserve this acknowledgement slip carefully)

Collecting Bank's Signature & Stamp
Date : ____ / ____ / 2009
DD MM
(Cheques / Drafts are subject to realisation)

Note: This must invariably be accompanied by Delivery Instruction Slip duly executed by the warrant holder (in case of warrants held in electronic mode) or by warrant certificate (in case the warrants are held in physical mode)

For Non Residents (Tick whichever is applicable)	
<input type="checkbox"/>	I am/We are Non Resident Indian(s) (NRIs), Persons of Indian Origin residing abroad and have remitted funds from abroad through approved banking channels from the funds held in my/our Non resident (External Account in India (NRE A/c.), foreign Currency Non Resident Account (FCNR A/c) or Indian Rupee drafts purchased abroad. I am/We are not applying for the Equity Shares as nominee(s) of any person(s) who is/are resident(s) in India.
<input type="checkbox"/>	We are Foreign Institutional Investors (FIIs) registered with SEBI and have remitted funds from Special Rupee Deposit Account.
<input type="checkbox"/>	I am/We are Foreign warrant holders not being NRIs/FIIs.
<input type="checkbox"/>	I am/We are Non resident Indian(s)/Persons of Indian Origin residing abroad applying through NRO account on non-repatriable basis.

Number of Warrants held	Number of Warrants applied for Conversion into Equity Shares	Total Amount payable @ Rs. 42.63 per Warrant

Details of Warrant applied for Conversion (Physical Form)

Number of Warrants held	Number of Warrants applied for Conversion	Certificate Nos.	Distinctive Nos.	
			From	To

Details of Warrant exercised (Dematerialised Form)

Number of Warrants held	Number of Warrants applied for Conversion	DP ID	Client ID	Delivery Instruction Number	Delivery Instruction Date

Full Name of warrant holder	Age	PAN	Specimen Signature
Sole/First Applicant			
Second Applicant			
Third Applicant			

Occupation of Sole/First Applicant	:	
Address of Sole/First Applicant	:	
Contact No. of Sole/First Applicant	:	
Email ID of Sole/First Applicant	:	

Details of Payment :-

Amount @ Rs. 42.63 per Warrant paid by Cheque / DD No.	Name of the Nominee	Address
Dated		
Drawn on Bank		
Branch	If minor Date of Birth	
Type of A/c (Please tick)	Guardian	
NRE/FCNR/NRO/ Sp NRE/SB/CUR A/c No. (if applicable)	PAN	

I /We want the Equity Shares to be allotted in:

(Tick in appropriate box)

Physical Form : Existing Folio Number _____
 Dematerialised Form : DP ID _____ Client ID _____
DP Name _____ Depository: NSDL/CDSL

I/We understand that :

- (i) in case of allotment of Equity Shares to me/us in electronic mode my/our Beneficiary Account as mentioned above would get credited to the extent of Equity Shares allotted.
- (ii) in case of allotment of Equity Shares to me/us in electronic mode if Equity Shares can not be credited to my / our Beneficiary Account for whatsoever reasons, including my / our names in this application not being identical with the Beneficiary Account details, I / We shall be given physical Share Certificate(s) for the Equity Share.

Sole / First Applicant

Second Applicant

Third Applicant

General Instructions

- Blank Warrant Exercise Application Forms can also be downloaded from the Company's website www.birla-sugar.com
 - Each Warrant Exercise Application Form shall be accompanied by a single instrument of payment. Clubbing of folios / securities for the purpose of making a consolidated payment is not permitted.
 - Payment shall be made by Cheque/DD payable at par at the Collection Centre branch.
 - Documents required for Conversion of Warrants into Equity Shares
 - A Cheque / DD payable at the Collection Centre for requisite amount
 - Duly filled and signed Warrants Exercise Application Form
 - Warrant Certificate duly discharged on the reverse of the certificate in case Warrants are held in physical form. A photocopy of the Delivery Instruction Slip duly acknowledged by the Depository Participant, evidencing the transfer of Warrants to escrow demat account "The Oudh Sugar Mills Limited" in case warrants are held in dematerialized form.
 - Photocopy of PAN card of all holders.
 - FCNR Certificate (In case of applications from Non Resident Indians with repatriation benefits)
 - The application should be sent along with a photocopy of the Delivery Instruction Slip, tendering the Warrants to the escrow demat account titled "The Oudh Sugar Mills Limited" with NSDL opened for this purpose with the Depository Participant, 'Zuari Investments Ltd.' (DP ID 301055 & Client ID 10770982).
 - The Warrant holders having the Depository Account with CDSL must use the Inter Depository Delivery Instruction Slip for the purpose of crediting their warrants in favour of the depository account titled "The Oudh Sugar Mills Limited" with NSDL.
 - In case of the Warrants held in electronic (demat) form, the Equity Shares pursuant to the conversion of Warrants shall be credited only to that Depository Account, from which the Warrants have been tendered.
 - In case of an application in physical mode under a Power of Attorney or by a Body Corporate or by a society, a certified true copy of the relevant power of attorney or relevant resolution or authority to the signatory to make the relevant investment under this conversion and to sign the application and a copy of the Memorandum and Articles of Association and / or bye laws of such body corporate or society must be lodged with the collection bank alongwith the Warrant Exercise Notice cum Application Form.
 - Mode of Payment: A Cheque or DD payable at par at the Collection Centre branch drawn in favour of "The Oudh Sugar Mills Ltd. – Warrant Conversion" in case of resident warrant holder(s) and The Oudh Sugar Mills Ltd. – Warrant Conversion NR Account" in case of Non resident warrant holder.
 - Warrants with payments for lesser amounts shall be rejected and returned.
 - Outstation cheques / outstation Demand Drafts or post dated cheques and postal/money orders will not be accepted and applications accompanied by such cheques/demand drafts/money orders or postal orders will be rejected. The Company will not accept payment in Cash.
 - In case of Non Resident Applicants on a non repatriation basis, the payment may be made by way of a cheque drawn on Non Resident (Ordinary) Account maintained in Mumbai or Rupee draft purchased out of NRO Account maintained elsewhere in India but payable at Mumbai.
 - In case of Non Resident Applicants on a repatriation basis, the payment may be made by Indian Rupee drafts purchased from abroad and payable at Mumbai or funds remitted from abroad (submitted along with Foreign Inward Remittance Certificate) or by cheque/draft on a Non Resident External Account (NRE) or FCNR Account maintained in Mumbai or Rupee draft purchased by debit to NRE/FCNR Account maintained anywhere in India and payable at Mumbai, or FIIs registered with SEBI must remit funds from special non resident rupee deposit account.
 - All applications irrespective of the value or in case of applications in joint names, each of the applicant should mention his / her PAN number allotted under the Income Tax Act, 1961 and also submit a copy of PAN card or a communication from the Income Tax Authorities indicating allotment of a PAN ("PAN Communication") alongwith the application.
 - Investors are advised not to close or transfer their DEMAT account between the period of application for Conversion of Warrants till the time of allotment/receipt of credit in their account so as to avoid rejection of credit from the Depositories and resultant delay in receiving the intimation of allotment.
 - All communication in connection with the application for the conversion of Warrants into Equity Shares, including any change in the address should be addressed to the Registrar & Share Transfer Agent – Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 prior to the allotment of Equity Shares.
 - In case of joint holders, all joint holders must sign the relevant part of the Warrant Exercise Application Form in the same order and as per specimen signature(s) recorded with the Company. Further, in case of joint applicants, the reference, if any, will be made to the first applicant's name and all communication will be addressed to the first applicant.
 - Allotment of Equity Shares to Non Residents / NRIs shall be subject to the conditions as may be imposed from time to time by RBI and FEMA, in the matter of refund of application money, export of share certificates, etc.
 - Warrants shall not be applied for conversion from the United States by / on behalf of a US Citizen.
 - The Equity Shares arising from the conversion of Warrants shall be subject to the Memorandum and Articles of Association of the Company.
- All other terms and conditions should be read together with the Letter of Offer dated 17th July, 2008 a copy of which is available with the Company.

The Company has opened a special depository Escrow account titled "The Oudh Sugar Mills Limited – Warrant Conversion Escrow Account" with Zuari Investments Limited (ZIL), a Depository Participant (DP) of National Securities Depository Limited (NSDL). The details of the Depository Account are as under:

DP Name : ZUARI INVESTMENTS LIMITED	
DP ID: IN301055	Client ID: 10770982

Beneficial owners (holders of Warrants) having their beneficiary account with CDSL must use the inter-depository delivery instruction slip for the purpose of crediting their Warrants in favour of the Depository Account "The Oudh Sugar Mills Limited – Warrant Conversion Escrow Account" with ZIL.

The Collecting Banker will not accept any conversion request after 22nd October 2009. Unexercised warrant shall automatically stand cancelled after 22nd October 2009. The Company shall allot Equity Shares on conversion of Warrants within six days from the expiry of Warrant Conversion Period.

For any clarifications the Warrant holders may visit the Company's website (www.birla-sugar.com) for terms and conditions of Warrants or may write to: The Oudh Sugar Mills Ltd., 9/1, R.N. Mukherjee Road, (5th Floor), Kolkata 700 001 or call on Tel. No. 033 2243 0497/8 or Fax at 033 2248 6369 or email to birlasugar@birla-sugar.com

For The Oudh Sugar Mills Ltd.

G N Pareek
Company Secretary

APPLICATION WILL BE COLLECTED AT FOLLOWING BRANCHES OF HDFC BANK

FOR RESIDENT APPLICANTS:-

HDFC BANK LIMITED : Agra (Shop No F3,F3-A), **Ahmedabad** (Navrangpura), **Allhabad** (Civil Lines), **Amritsar** (Court Road), **Baroda** (Lokmanya Tilak Road), **Belgaum** (Khimjibhai Complex), **Bangalore** (Richmond Road), **Bhavnagar** (Waghawadi Road), **Bhubaneshwar** (Saheed Nagar), **Burdhwan** (Birhata), **Bhopal** (M P Nagar), **Chandigarh** (Sco 371/372, Sector 35 - B), **Chennai** (Anna Salai), **Cochin** (Palarivattom), **Coimbatore** (Trichy Road), **Dehradun** (56-Rajpur Nagar), **Dhanbad** (Bank More Dhanbad), **Ghaziabad** (Rajnagar), **Guwahati** (Mishra Complex Jail Road), **Gurgaon (Delhi)** (The Shopping Mall), **Hyderabad** (Begumpet), **Indore** (Ring Road), **Jaipur** (Ahimsa Circle), **Jamshedpur** (C/o Mithila Motors Ltd.), **Jodhpur** (9th Chopasani Road), **Jamnagar** (Bedi Bunder Road), **Kanpur** (Civil Lines), **Kolhapur** (Raosaheb Vichare Complex), **Kolkata** (Royd Street), **Lucknow** (Darbarilal Sharma Marg), **Ludhiana** (Mall Road), **Madurai** (North Veli Street), **Mehsana** (Abhu Highway), **Mangalore** (Kadri), **Meerut** (381 Western Kutchery Road), **Moradabad** (GMD Road), **Mumbai** (NM Marg, Fort), **Mysore** (1st Main, Saraswaturam), **Nagpur** (Near Lokmat Square), **Nasik** (Near Mahamarg Bus Stand), **New Delhi** (KG Marg), **Panjim** (Swami Vivekanad Road), **Patna** (Exhibition Road), **Pondicherry** (Ellaipillaichavady), **Pune** (Model Colony), **Rajkot** (Makkam Chowk), **Ranchi** (56 Circular Road), **Salem** (Omalur Main Road), **Solapur** (Murarji Peth), **Surat** (Ghod Dod Road), **Thane (Mumbai)** (Dr Moose Road, Talao Pali), **Trichur** (M G Road), **Trivandrum** (Vazhuthacaud), **Udaipur** (Durga Nursery Road), **Valsad** (Thithal Road), **Visakhapatnam** (Poduri Castle)

FOR NON-RESIDENT APPLICANTS:

HDFC Bank: MANECKJIWADIA BUILDING, NANIK MOTWANI MARG, MUMBAI - 400 023.

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Name : _____

Address : _____