



E.I.D. - Parry (India) Limited

Regd.Office : Dare House, 234,N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

May 30, 2016

The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
MUMBAI - 400 001

Dear Sirs,

Sub:(a) Scheme of Amalgamation of Parrys Sugar Industries Limited (Transferor Company, subsidiary of E.I.D.- Parry (India) Limited ('EID')) with E.I.D.- Parry (India) Limited (Transferee Company) under Section 391 to 394 of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013.

(b)Application under Regulation 37 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Ref: Our letter dated May 10, 2016 - information under Regulation 30 of the SEBI (LODR) Regulations, 2015.

The Board of Directors of the Company at their meeting held on 10th May, 2016 approved the Scheme of Amalgamation of Parrys Sugar Industries Limited (Transferor Company, subsidiary of E.I.D.- Parry (India) Limited ('EID')) with E.I.D.- Parry (India) Limited (Transferee Company) under Section 391 to 394 of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 as applicable with the appointed date of April 1, 2016.

As required under Regulation 37 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular dated 30.11.2015, the necessary documents to be submitted are attached herewith.

We request you to kindly issue a No Objection Letter for the Scheme of Amalgamation of Parrys Sugar Industries Limited with E.I.D.- Parry (India) Limited.

Yours faithfully,
For E.I.D.- Parry (India) Limited


G.Jalaja
Company Secretary

Encl: a/a



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Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable.

Sr. No.	Details of documents	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company at their meeting held on May 10, 2016.	Annexure-1
2.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the High Court.	Annexure-2
3.	Valuation report from M/s SSPA & Co., Chartered Accountants, as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.	Annexure-3
4.	Report from the Audit Committee dated May 9, 2016 recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure-4
5.	Fairness opinion by M/s Axis Capital Ltd., Mumbai, Merchant Banker	Annexure-5
6.	Shareholding Pattern: (a) Pre and Post Scheme shareholding pattern of E.I.D.- Parry (India) Limited (b) pre-Scheme shareholding pattern of Parrys Sugar Industries Limited as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure-6
7.	Audited financials of the transferee company viz., E.I.D.- Parry (India) Limited and transferor company Parrys Sugar Industries Limited for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Annual Report for the year 2014-15 [Annexure-7(a)] Audited Financial Results for quarter/year ended March 31, 2016 and auditors report thereon[Annexure-7(b)]	Annexure-7 (a) & (b)
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure-8



9.	Complaint report as per SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015	Will be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website.
10.	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015	Annexure-9
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Yes Annexure - 10
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	National Stock Exchange of India Ltd.
13.	Brief details of the transferee and transferor companies as per format enclosed	Annexure-11
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure-12
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format.	Annexure-13
16.	Confirmation by the Company Secretary as per format enclosed	Annexure-14
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, as per the format given in Annexure II of aforesaid SEBI circular.	Annexure-15



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18.	Annual Reports of all the listed transferee companies involved and audited financial of transferor companies for the last financial year.	Annexure-16
19.	Processing fee (non-refundable) payable will be as below, though RTGS - Details given in Annexure IX or though Cheque/DD favoring 'BSE Limited' Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.	Cheque bearing No.900036 dated 26.05.2016 for Rs.1,04,500
20.	Name & Designation of the Contact Person : Ms.G.Jalaja, Company Secretary Telephone Nos. (landline & mobile - 9840034542 Email ID.: jalajag@parry.murugappa.com	





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Annexure 1

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF E.I.D. - PARRY (INDIA) LIMITED HELD ON MAY 10, 2016 (BM - 1/2016 - 17)

APPROVAL OF THE AMALGAMATION OF PARRYS SUGAR INDUSTRIES LIMITED WITH THE COMPANY

RESOLVED FURTHER THAT pursuant to the provisions of Sections 391, 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), Income Tax Act, 1961 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the shareholders, the approval of the Hon'ble High Court of Judicature at Madras and Hon'ble High Court of Karnataka at Bangalore/ National Company Law Tribunal(NCLT) and other necessary approvals and sanctions, Parrys Sugar Industries Ltd be merged with E.I.D.- Parry (India) Limited (EID) with appointed date of 1st April, 2016.

RESOLVED FURTHER THAT the valuation report as submitted by SSPA & Co. Mumbai, Chartered Accountants, valuers, indicating an exchange ratio of 2 equity shares of Re.1/- each fully paid of E.I.D.-Parry (India) Ltd. for every 13 equity shares of Rs. 10 each fully paid of Parrys Sugar Industries Ltd and as recommended by the Audit Committee be and is hereby recorded and approved.

RESOLVED FURTHER THAT the Draft Scheme of Amalgamation (herein after referred to as the "Scheme") submitted to this meeting and as recommended by the Audit Committee, be and is hereby approved.

RESOLVED FURTHER THAT Mr.V.Ramesh, Managing Director, Ms. G.Jalaja, Company Secretary, Mr. V.Suri, Chief Financial Officer and Mr. Biswa Mohan Rath, AVP-Legal be and are hereby authorised severally to make such alterations and changes to the draft Scheme, as may be expedient or necessary for satisfying the requirements or conditions imposed by the Courts or any other authority, or stock exchanges provided that prior approval of the Board shall be obtained for making any material changes in the Scheme.

RESOLVED FURTHER THAT Mr.V.Ramesh, Managing Director, Ms. G.Jalaja, Company Secretary, Mr. V.Suri, Chief Financial Officer and Mr. Biswa Mohan Rath, AVP-Legal be and are hereby severally authorised to take all steps necessary, in connection with:-

- (a) obtaining the necessary approvals including but not limited to Shareholders, Creditors, Courts/NCLT, Stock Exchanges and other relevant authorities as may be required to implement the Scheme;
- (b) filing of applications before the Hon'ble High Court of Judicature at Madras/NCLT for directions for holding meeting of the shareholders;
- (c)
- (d) filing of applications for dispensing with the meeting of creditors;
- (e) filing of petitions for confirmation of the Scheme by the Hon'ble High Court of Judicature at Madras/NCLT.



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- (e) To take all such steps as may be necessary for implementing the Scheme, including but not limited to, prepare, sign and file applications, notices petitions for confirmation of the Scheme by the Stock Exchanges, Hon'ble High Court of Judicature at Madras/NCLT and any other Statutory/ Regulatory Authorities, to sign vakalats, to file affidavits, convening the meetings of holders of equity and if necessary, the creditors, publication of statutory notices and other advertisements, to obtain such other orders of the Hon'ble High Court of Judicature at Madras, as may be necessary, for effecting the Scheme and for that purpose to sign on behalf of the Company such documents as may be necessary; and
- (f) To do all such acts and things as may be necessary in relation thereto for approval and implementation of the Scheme.

RESOLVED FURTHER THAT Mr. V. Ramesh, Managing Director be and is hereby authorised to choose one of the Stock Exchanges as the Designated Stock Exchange for the purpose of coordinating with SEBI.

RESOLVED FURTHER THAT Mr.V.Ramesh, Managing Director, Ms. G.Jalaja, Company Secretary, Mr. V.Suri, Chief Financial Officer and Mr. Biswa Mohan Rath, AVP-Legal be and they are hereby severally authorised to assist the Chairman of the Court convened Meeting to be appointed by the Hon'ble High Court of Judicature at Madras on the Company's application under Sections 391 and 394 of the Companies Act, 1956 or any other applicable provisions of the Companies Act, 1956, for the issue of the Notice of the Meeting(s), recording of the proceedings etc., filing of the reports to the Court/NCLT, to represent the Company before the Court(s), the Registrar of Companies, and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme.

RESOLVED FURTHER THAT the undertaking with regard to non-applicability of the requirement as prescribed in Para 9 (a) of Securities and Exchange Board of India ("SEBI") Circular No. CIR/CFD/CMD/16/2015, dated 30 November 2015, as placed on the table be and is hereby accepted and approved and Ms. G.Jalaja, Company Secretary be and is hereby authorized to sign the said undertaking and forward the same to the statutory auditors for obtaining their certificate for submission to the Stock Exchanges.

RESOLVED FURTHER THAT Mr.V.Ramesh, Managing Director, Ms. G.Jalaja, Company Secretary, Mr. V.Suri, Chief Financial Officer and Mr. Biswa Mohan Rath, AVP-Legal, be and they are hereby severally authorised to take such steps as may be necessary under the SEBI (LODR) Regulations, 2015 and to do and perform all such acts, deeds, matters and things and to take all such steps as are necessary, expedient or desirable to give effect to the Scheme.

// Certified True Copy/

For **E.I.D.- Parry (India) Limited**

G.Jalaja
Company Secretary



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SCHEME OF AMALGAMATION
OF
PARRYS SUGAR INDUSTRIES LIMITED
WITH
E.I.D. - PARRY (INDIA) LIMITED
AND THEIR RESPECTIVE
SHAREHOLDERS



SCHEME OF AMALGAMATION
OF
PARRYS SUGAR INDUSTRIES LIMITED
WITH
E.I.D PARRY (INDIA) LIMITED
AND THEIR RESPECTIVE SHAREHOLDERS
(Under sections 391 to 394 of the Companies Act, 1956)

PREAMBLE

This Scheme of Amalgamation is to provide for the Amalgamation of Parrys Sugar Industries Limited (Transferor Company) with E.I.D.- PARRY (INDIA) LIMITED (Transferee Company) and their respective shareholders. The Scheme is made pursuant to the provisions of section 391 to 394 and other relevant provisions of the Companies Act, 1956.

I. BACKGROUND

- a) The Transferee Company is a well established company engaged in the business of manufacture and marketing of various types of sugar in the branded form having several integrated manufacturing facilities with distilleries and cogeneration of Power located in Karnataka, Andhra Pradesh and Tamilnadu. The Company also manufactures and markets various forms of Bio-Pesticides and Nutraceutical products. The Transferee Company also has interests in various other segments of business like sugar refinery, fertilizer, insecticides etc. through its subsidiaries. The equity shares of the Transferee Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.



- b) The Transferor Company is a company engaged in the business of manufacture and marketing of sugar having its manufacturing facilities with cogeneration of Power located in Ramdurg, Karnataka. The equity shares of the Transferor Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
- c) The Transferor Company is a subsidiary of the Transferee Company. The Transferee Company presently holds 1,29,75,110 Equity Shares constituting 65% of the total Issued, Subscribed and Paid up Equity Share Capital and 100% of the Preference Share Capital of the Transferor Company.

II. RATIONALE

The amalgamation of the Transferor Company with the Transferee Company would *inter alia* have the following benefits:

- a) The consolidation of operations of the Transferor Company and the Transferee Company by way of amalgamation will lead to a more efficient utilization of capital, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth of the amalgamated entity with a wider presence in the sugar segment. The amalgamation would facilitate greater cohesiveness to gain market share through core market competencies which are hallmarks of the Transferee Company with increased brand and customer recognition. The amalgamation will result in administrative and operational rationalization and promote organizational efficiencies. It will prevent cost duplication that can erode financial efficiencies of the holding structure and the resultant



operations will be more cost-efficient with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.

- b) The amalgamation would result in greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the competitive position of the combined entity.
- c) The amalgamation would result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value.
- d) The amalgamation would result in benefit of operational synergies to the combined entity in areas such as cane sourcing, harvesting and transportation, utilization of the molasses generated by the Transferee Company, product pricing and logistics in various areas, which can be put to the best advantage of the stakeholders.
- e) The amalgamation would result in greater leverage in operations planning and process optimization and enhanced flexibility in product sale, transfer of resources etc. Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, improved procurement, and the elimination of duplication, and rationalization of administrative expenses.
- f) The said amalgamation fits into the portfolio, growth and business strategies of the Transferee Company since the Transferor Company already have sugar



manufacturing facilities in the state of Karnataka. As such there are various synergies between the businesses and operations of the Transferor Company and the Transferee Company.

In view of the aforesaid, the Board of Directors of the Transferor Company as well as the Board of Directors of the Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of Transferor Company with Transferee Company in order to benefit the stakeholders of both companies. Accordingly, the Board of Directors of both the companies have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the Transferor Company with and into the Transferee Company pursuant to the provisions of Section 391 to Section 394 and other relevant provisions of the Companies Act, 1956.

III. Parts of the Scheme

The Scheme is divided into following parts:

- (i) Part A - dealing with definitions of the terms used in this Scheme and sets out the share capital of the Transferor Company and the Transferee Company;
- (ii) Part B - dealing with the transfer and vesting of the undertaking of the Transferor Companies with the Transferee Company;
- (iii) Part C - dealing with the accounting treatment for the amalgamation in the books of the Transferee Company; and with the dissolution of the Transferor Company and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.



PART - A
DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to or inconsistent with the context thereof, the following expressions shall have the following meanings:

- 1.1. **“Act”** means the Companies Act, 1956 or the Companies Act, 2013 as in force from time to time. As on the date of approval of this Scheme by the Boards of Directors of the Transferor Company and the Transferee Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956. Upon such provisions standing re-enacted by enforcement of provisions of the Companies Act, 2013, such references shall, unless a different intention appears, be construed as references to the provisions so re-enacted;
- 1.2. **“Appointed Date”** means April 1, 2016 or such other date as may be approved by the Hon’ble High Court of Karnataka at Bengaluru and the Hon’ble High Court of Judicature at Madras;
- 1.3. **“Assets”** shall have the meaning assigned to it in Clause 3.1 of this Scheme;
- 1.4. **“Board of Directors”** or **“Board”** means the board of directors of the Transferor Company or Transferee Company, as the case may be, and shall include a duly constituted committee thereof;



- 1.5. **“Effective Date”** means the last of the dates specified in Clause 17 of this Scheme. References in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme becoming effective” or “upon the Scheme coming into effect” shall mean the Effective Date;
- 1.6. **“Equity Share(s)”** means equity shares of the Transferor Company or Transferee Company, as the case may be;
- 1.7. **“Record Date”** means the date to be fixed by the Board of Directors of the Transferee Company for the purpose of issue of new equity shares of the Transferee Company to the shareholders of the Transferor Company in terms of this Scheme;
- 1.8. **“Scheme”** or **“the Scheme”** or **“this Scheme”** or **“Scheme of Amalgamation”** means this scheme of amalgamation in its present form or with any modification(s) approved or directed by the Hon’ble High Court of Karnataka at Bengaluru and the Hon’ble High Court of Judicature at Madras pursuant to the provisions of Sections 391 to 394 of the Act;
- 1.9. **“Share Exchange Ratio”** shall have the meaning ascribed to it in Clause 11.1 of this Scheme;
- 1.10. **“Transferee Company”** means E.I.D.- Parry (India) Limited, a company incorporated under the provisions of the Companies Act,1956 having its registered office at Dare House, Parrys Corner, Chennai-600001 .



- 1.11. **“Transferor Company”** means Parrys Sugar Industries Limited, a company incorporated under the provisions of the Companies Act,1956 having its registered office at Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru-560034;
- 1.12. **“Undertaking of the Transferor Company”** means and includes all the properties, Assets, rights and powers of the Transferor Company; and all the debts, liabilities, duties and obligations of the Transferor Company.
- 1.13. Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

2. CAPITAL STRUCTURE

- 2.1. The authorized, issued, subscribed and paid up share capital of the Transferor Company as on 31.3.2016 is as under:

Particulars	Amount (In Rs)
AUTHORIZED SHARE CAPITAL	
2,19,00,000 Equity Shares of face value of Rs.10/- each	21,90,00,000/-
2,10,00,000 8% Redeemable Non Cumulative Preference Shares of face value of Rs.11/- each	23,10,00,000/-
13,00,00,000 8% Redeemable Cumulative Preference Shares of face value of Rs.10/- each	130,00,00,000/-
Total	175,00,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	
1,99,61,707 Equity Shares of Rs.10/- each fully paid up	19,96,17,070/-



23,26,420, 8% Redeemable Non Cumulative Preference Shares of Rs.11/- each	2,55,90,620/-
15000000 8% Redeemable Cumulative Preference shares of Rs.10/- each	15,00,00,000/-
30000000 8% Redeemable Cumulative Preference Shares of Rs.10/- each	30,00,00,000/-
13000000 8% Redeemable Cumulative Preference Shares of Rs.10/- each	13,00,00,000/-
35000000, 8% Redeemable Cumulative Preference Shares of Rs.10/- each	35,00,00,000/-
TOTAL	115,52,07,690/-

- 2.2. The authorized, issued, subscribed and paid up share capital of the Transferee Company as on 31.3.2016 is as under:

AUTHORIZED SHARE CAPITAL	Amount (In Rs)
2,12,50,00,000 Equity Shares of Re. 1/- each	212,50,00,000/-
50,00,000 Redeemable Preference Shares of Rs.100/- each	50,00,00,000/-
Total	262,50,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	Amount (In Rs)
17,58,14,884 Equity Shares of Re.1/- each	17,58,14,884/-



PART -B

TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY

3. AMALGAMATION OF TRANSFEROR COMPANY

- 3.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, the whole of the Undertaking of the Transferor Company, including all properties, whether movable or immovable, freehold or leasehold, (the leasehold sugar plant at Ramdurg), real or personal, corporal or incorporeal, material or intellectual, present, future or contingent, including but without being limited to all assets, lands, buildings, plant and machinery, furniture and fittings, other fixed assets, current assets, receivables (whether in Indian Rupee or foreign currency), credits, investments, reserves, provisions, funds, and all utilities including electricity, telephones, facsimile connections, installations and utilities, benefits or agreements and arrangements, powers, authorities, allotments, approvals, authorizations, tenancies in relation to the offices and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, trade and service names and marks, patents, copyrights and other intellectual property rights of any nature whatsoever, registrations, consents, privileges, liberties, and all the rights, title, interest, benefits, licenses (industrial or otherwise), municipal permissions, registrations, incentives, rebates, benefits and concessions to which the Transferor Company is entitled to in terms of the various statutes and/or schemes of the Union and State Governments including under the Essential Commodities Act, Sugarcane Control Order 1966, Sugar Development Fund Act, 1982, Excise Act, Sales Tax



Act and Wealth Tax Act and benefit of carry forward and set off of accumulated loss, allowance of unabsorbed depreciation, minimum alternate tax credit entitlement, sale tax benefit concessions and other benefits and credits to which the Transferor Company is entitled under Income-tax Act and advantages of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company (hereinafter referred to as "Assets") and all secured and unsecured debts (whether undertaken in Indian Rupee or foreign currency) outstandings, liabilities (including contingent liabilities), duties and obligations shall be transferred to and vest in the Transferee Company so as to become on and from the Appointed Date the undertaking of the Transferee Company without any further act, instrument or deed.

- 3.2. Notwithstanding what is stated in Clause 3.1 above, it is expressly provided that such of the Assets of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall be so transferred by the Transferor Company to the Transferee Company without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company to the end and intent that the ownership and property therein passes to the Transferee Company on such handing over. In terms of this Scheme such transfer shall be effective from the Appointed Date.
- 3.3. In respect of such of the Assets belonging to the Transferor Company other than those referred to in sub-clause 3.1 above, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and / or be deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of section 394(2) of the Act.



- 3.4. In relation to those Assets belonging to the Transferor Company, which require separate documents of transfer, if any, the parties will execute the necessary documents, if and when required.
- 3.5. The transfer and vesting of all the Assets of the Transferor Company, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the Assets or any part thereof, provided however that such charges, mortgages and/or encumbrances shall be confined only to the relative Assets of the Transferor Company or part thereof on or over which they are subsisting on transfer to and vesting of such Assets in the Transferee Company and no such charges, mortgages, and/or encumbrances shall be enlarged or extend over or apply to any other asset(s) of the Transferee Company. Any reference in any security documents or arrangements (to which the Transferor Company is a party) to any Assets of the Transferor Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company and the Transferee Company shall not be obliged to create any further or additional security. Similarly, the Transferee Company shall not be required to create any additional security over Assets of the Transferor Company vested in the Transferee Company under this Scheme for any loans, debentures, deposits or other financial assistance already availed by it and/or committed to be availed by it prior to the amalgamation and the charges, mortgages, and/or encumbrances in respect thereof shall not extend or be deemed to extend or apply to the Assets of the Transferor Company, as the case may be, vested in the Transferee Company under this Scheme.



- 3.6. Upon the coming into effect of this Scheme and on and from the Appointed Date, all debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also be transferred to and be deemed to stand transferred to the Transferee Company without any further act, instrument or deed so as to become the debts, liabilities, duties and obligations of the Transferee Company pursuant to the provisions of section 394(2) of the Act. In respect of the debts, liabilities, duties and obligations of the Transferor Company, it is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen (though the Transferee Company may, if it deems appropriate, give notice to the creditors that the debts stand transferred to and assumed by the Transferee Company).
- 3.7. For the removal of doubts, it is clarified that to the extent that there are inter-company loans, deposits, obligations, balances or other outstandings as between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.
- 3.8. The Transferee Company may at any time after the coming into effect of the Scheme, if so required under the provisions of any law for the time being in force or otherwise at its discretion, execute deeds of confirmation, in favour of secured creditors of the Transferor Company or in favour of any other party as directed by the Transferor Company with regard to any contract or



arrangement to which the Transferor Company is a party or any other writings that may be necessary to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such confirmation in writing on behalf of the Transferor Company and to implement or carry out all such formalities or compliance referred to above on behalf of the Transferor Company.

- 3.9. The provisions of this Scheme as they relate to the amalgamation of the Transferor Company with the Transferee Company, have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent deemed necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

4. LEGAL PROCEEDINGS

If any suits, actions and proceedings of whatsoever nature (hereinafter referred to as the "Proceedings") by or against the Transferor Company are pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme, but the Proceedings may be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the



same extent as the same would or might have been continued and enforced by or against the Transferor Company, in the absence of the Scheme.

5. CONTRACTS AND DEEDS

5.1. All contracts, deeds, bonds, agreements, arrangements, incentives, licenses, permits, consents, registrations, engagements, sales tax deferrals and benefits exemptions, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges and other instruments of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which have not lapsed and are subsisting on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto.

5.2. The Transferee Company shall, if and to the extent required by law, enter into and/or issue and/or execute deeds, writings or confirmations, to give formal effect to the provisions of this Clause and to the extent that the Transferor Company is required prior to the Effective Date to join in such deeds, writings or confirmations, the Transferee Company shall be entitled to act for and on behalf of and in the name of the Transferor Company.

6. SAVING OF CONCLUDED TRANSACTIONS

6.1. The transfer of the Assets and Liabilities of the Transferor Company under Clause 3 above, the continuance of the Proceedings under Clause 4 above and the effectiveness of contracts, deeds, permits and consents under Clause 5 above, shall not affect any transaction or the Proceedings already concluded



by the Transferor Company on or before the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf.

7. **EMPLOYEES**

7.1. All the employees of the Transferor Company in service on the Effective Date shall, on and from the Effective Date, become the employees of the Transferee Company on the same terms and conditions on which they were employed on the Effective Date without treating it as a break, discontinuance or interruption in service on the said date. Accordingly the services of such employees for the purpose of the said Funds (as defined herein) or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company.

7.2. With regard to provident fund and gratuity fund or any other special funds or schemes created or existing for the benefit of such employees of the Transferor Company (hereinafter referred to as the "said Funds"), upon the Scheme becoming effective, Transferee Company shall stand substituted for the Transferor Company in relation to the obligations to make contributions to the said Funds in accordance with the provisions thereof in the respective trust deeds or other documents. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to the said Funds shall become those of the Transferee Company. The dues of the employees of the Transferor Company relating to the said Funds shall be continued to be deposited therein accordingly.



PART C

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE TRANSFEROR COMPANY AND THE TRANSFEREE COMPANY

8. ACCOUNTING TREATMENT

- 8.1. The amalgamation shall be accounted for in the books of account of the Transferee Company according to the "Pooling of Interests Method" of accounting as per the Accounting Standard (AS) 14, 'Accounting for Amalgamations' issued by the Institute of Chartered Accountants of India or as per Ind AS 103, 'Business Combinations' notified under section 133 of the Companies Act, 2013.
- 8.2. On and from the Appointed Date and subject to the provisions hereof, all assets, liabilities and reserves, of the Transferor Company, shall be recorded in the books of account of the Transferee Company at their existing carrying amounts and in the same form, including the debit balance in Profit and Loss Account of the Transferor Company as debit balance in Profit and Loss Account of the Transferee Company. Any excess/deficit amount after such transfer, issue of new Equity Shares by the Transferee Company as mentioned in Clause 11 and the cancellation of equity share capital as mentioned in Clause 12 against the value of investment of the Transferee Company in Transferor Company shall be adjusted in the Capital Reserves of the Transferee Company.



- 8.3. The 23,26,420, 8% Redeemable Preference Shares of Rs.11/- each and the 9,30,00,000 8% Redeemable Preference Shares of Rs.10/- each held by the Transferee Company in the Transferor Company shall stand cancelled.
- 8.4. All costs and expenses incurred as per Clause 19 below as well as other costs incidental with the finalization of this Scheme and to put it into operation and any other expenses or charges attributable to the implementation of the above Scheme, shall be charged to Profit and Loss Account with exception of the following cost and expenses, which will be accounted in the books of Transferee Company as under:

Stamp duty payable, if any, on the basis of value of immovable properties of the Transferor Company transferred to the Transferee Company shall be capitalized in books of the Transferee Company with the said fixed assets in accordance with Accounting Standard - 10 "Accounting of Fixed Assets" or Ind AS - 16 "Property, Plant and Equipment".

- 8.5. In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in accordance with Accounting Standard (AS) 5 'Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies' or Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors", in the books of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.



8.6. Upon coming into effect of this Scheme, to the extent that there are inter-company loans, advances, deposits, balances or other obligations as between the Transferor Company and the Transferee Company, the obligation in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Transferee Company.

9. **CONDUCT OF BUSINESS TILL EFFECTIVE DATE**

9.1. With effect from the Appointed Date and up to and including the Effective Date:

9.1.1 The Transferor Company shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have been held and stood possessed of and shall hold and stand possessed of all of the Assets of the Transferor Company for and on account of, and in trust for, the Transferee Company. The Transferor Company hereby undertakes to hold the said Assets with utmost prudence until the Effective Date.

9.1.2 All the profits or income, taxes (including advance tax and tax deducted at source) or any costs, charges, expenditure accruing to the Transferor Company or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the profits, taxes, incomes, costs, charges, expenditure or losses of the Transferee Company, as the case may be.

9.2. On and after the Appointed Date and until the Effective Date, the Transferor Company shall not without the prior written approval of the Board of Directors of the Transferee Company undertake (i) any material decision in relation to their businesses and affairs and operations (ii) any agreement or



transaction (other than an agreement or transaction in the ordinary course of business) (iii) any new business, or discontinue any existing business or change the installed capacity of facilities.

9.3. With effect from the date of the Board meeting of the Transferee Company approving the Scheme and upto and including the Effective Date, the Transferor Company shall carry on its business and activities with reasonable diligence, prudence and in the same manner as carried on before and shall not (without the prior written consent of the Transferee Company) undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments or sell, transfer, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking of the Transferor Company or any part thereof except in the ordinary course of business, or pursuant to any pre-existing obligation(s) undertaken by the Transferor Company.

9.4. Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

10. DIVIDENDS

10.1 The Transferor Company and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date. The dividend, if any, shall be declared by the Transferor Company only with the prior written consent of the Board of Directors of the Transferee Company



and in accordance with the applicable laws. The new Equity shares to be issued and allotted by the Transferee Company as per Clause 11 below shall be entitled to Dividend ,if any, which may be declared after the effective date by the Transferee Company.

- 10.2 Subject to the provisions of the Scheme, the profits of the Transferor Company, for the period beginning from the Appointed Date, shall belong to and be the profits of the Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit.
- 10.1. Until the coming into effect of this Scheme, the holders of equity shares of the Transferor Company and the Transferee Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing respective rights under their respective Articles of Association.
- 10.2. It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Transferor Company and the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Company and the Transferee Company, respectively.



11. ISSUE OF SHARES BY THE TRANSFEREE COMPANY

- 11.1. Upon the Scheme coming into effect, and without any further application, act or deed, the Transferee Company shall, in consideration of the amalgamation of the Transferor Company with the Transferee Company, issue and allot to every Equity Shareholder of the Transferor Company other than the Transferee Company holding fully paid-up Equity Shares in the Transferor Company and whose names appear in the register of members of the Transferor Company on the Record Date, 2 (Two) Equity Shares of Re. 1 /- each in the Transferee Company credited as fully paid-up with rights attached thereto as hereinafter mentioned (hereinafter referred to as the "New Equity Shares") for every 13 (Thirteen) Equity Share of Rs.10/- each fully paid-up held by such member in the capital of the Transferor Company ("Share Exchange Ratio").
- 11.2. In respect of the Equity Shares in the Transferor Company already held in dematerialized form, the New Equity Shares to be issued by the Transferee Company in lieu thereof shall also be issued in dematerialized form with the New Equity Shares being credited to the existing depository accounts of the members of the Transferor Company entitled thereto. Members of the Transferor Company desirous of receiving the New Equity Shares in the Transferee Company in dematerialized form should have their shareholding in the Transferor Company dematerialized on or before the Record Date.
- 11.3. Pursuant to the Scheme, the shares of the Transferor Company held by its Equity Shareholders (both in physical and dematerialized form), shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled. The said Equity Shares of Transferor Company held in physical form shall be deemed to have been automatically cancelled



without any requirement to surrender the certificates for shares held by the shareholders of the Transferor Company. The Transferee Company shall take such corporate actions in relation to the Equity Shares of the Transferor Company held in dematerialized form, as may be necessary.

- 11.4. No fractional share shall be issued by the Transferee Company in respect of the fractional entitlements, if any, to which the Equity Shareholders of the Transferor Company may be entitled on issue and allotment of New Equity Shares in the Transferee Company as above. The Board of Directors of the Transferee Company shall consolidate all such fractional entitlements and thereupon issue and allot New Equity Shares in lieu thereof to any director or officer of the Transferee Company appointed for the purpose who shall hold the New Equity Shares in trust for and on behalf of the members entitled to such fractional entitlements with the express understanding that such director shall sell the same at such time or times and at such price or prices to such person or persons, as it deems fit. The said director shall distribute such net sale proceeds to the members in the same proportion as their respective fractional entitlements bear to the consolidated fractional entitlements. The director shall be appointed by the Board of Directors of the Transferee Company.
- 11.5. The New Equity Shares in the Transferee Company to be issued to the members of the Transferor Company shall be subject to the Memorandum and Articles of Association of the Transferee Company and the New Equity Shares so issued shall rank *pari passu* in all respects with the existing Equity Shares in the Transferee Company.



11.6. The New Equity Shares of the Transferee Company issued in terms of the Scheme shall, subject to applicable regulations, be listed and/or admitted to trading on the relevant stock exchange(s) where the existing Equity Shares of the Transferee Company are listed and/or admitted to trading.

11.7. For issue and allotment of the New Equity Shares to the non-resident members of the Transferor Company, the Transferee Company shall, apply for and obtain approvals, if and to the extent required, under the Foreign Exchange Management Act, 1999. It is clarified that the issuance of shares to other shareholders of the Transferor Company shall not be subject to receipt of any such approvals by the Transferor Company and/or the Transferee Company.

12. NO ALLOTMENT OF SHARES TO THE TRANSFEE COMPANY

12.1 Upon the Scheme coming into effect, as a consequence of the Amalgamation of the Transferor Company with the Transferee Company, all the Equity Shares and Preference Shares which the Transferee Company holds in the Transferor Company (either directly or through nominees) shall stand cancelled without any issue or allotment of New Equity Shares or payment whatsoever by the Transferee Company in lieu of such Equity Shares and Preference Shares of the Transferor Company.

13. DISSOLUTION OF THE TRANSFEROR COMPANY

Subject to an order being made by the Court under Section 394 of the Act, the Transferor Company shall be dissolved without the process of winding up on



the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

14. AUTHORISED SHARE CAPITAL

- 14.1. Upon the Scheme becoming effective, the authorised share capital of the Transferor Companies shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Companies on their authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised Share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.
- 14.2. Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 94 and 394 and other applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

"The Authorised Share Capital of the company is Rs. 437,50,00,000/- (Rupees Four Hundred and Thirty Seven Crores Fifty Lakhs Only) divided into

(i) 234,40,00,000 Equity Shares of Re. 1/- each and

(ii) 203,10,000 - Redeemable Preference Shares of Rs. 100/- each

with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privilege or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or



abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company..”

- 14.3. Clause 4(1) of the Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 94 and 394 and other applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

The Authorized Share Capital of the Company is Rs. 437,50,00,000/- (Rupees Four Hundred and Thirty Seven Crores Fifty Lakhs Only) divided into 234,40,00,000 Equity Shares of Re. 1/- each and 2,03,10,000 Redeemable Preference Shares of Rs. 100/- each.

- 14.4. The approval of this Scheme by the shareholders of the Transferee Company under sections 391 and 394 of the Act, whether at a meeting or otherwise, shall be deemed to have the approval under the applicable provisions of the Act and any other consents and approvals required in this regard.

15. APPLICATIONS

The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make necessary applications to the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature of Madras respectively, for sanctioning this Scheme pursuant to sections 391 to 394 and other applicable provisions of the Act and for an order or orders for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up. The Transferor Company and the Transferee Company shall also apply for such other approvals as may be necessary in law, if any, for bringing any provisions of this Scheme into effect. Further, the



Transferor Company and the Transferee Company shall be entitled to take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

16. MODIFICATIONS/ AMENDMENTS TO THE SCHEME

- 16.1. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, may consent to any modifications/ amendments to the Scheme or to any conditions or limitations that the Court or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them for any reason whatsoever, including due to change in law. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to give effect to the Scheme or resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- 16.2. For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate(s) of the Transferor Company and the Transferee Company are authorized to determine to take all such steps and give all such directions as are necessary including directions dealing with the approvals required to be taken and directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on the



Transferor Company and the Transferee Company, in the same manner as if the same were specifically incorporated in this Scheme.

17. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS AND EFFECTIVE DATE OF SCHEME

17.1. The Scheme is conditional upon and subject to:

17.1.1 The sanction or approval under any law of the Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.

17.1.2 Approval of the Scheme by the requisite majority of the respective members and such class of persons of the Transferor Company and the Transferee Company as may be directed by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras pursuant to the provisions of Section 391(1) of the Act and the provisions of Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 (as amended from time to time) to the extent considered applicable.

17.1.3 The Scheme being sanctioned pursuant to Section 391 to 394 of the Act by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras on the applications/petitions of the Transferor Company and the Transferee Company respectively and orders being passed pursuant to Section 394 of the Act by the said Hon'ble High Courts for



transfer of the Undertaking of the Transferor Company to the Transferee Company and other matters as provided under the said provisions of the Act.

17.1.4 Receipt of such other approvals for the carrying on of the Undertaking by the Transferee Company, as identified by the boards of directors of the Transferee company and Transferor Company (or authorised committees thereof).

17.2. This Scheme, although to come into operation from the Appointed Date, shall not become effective until the later of the following dates, namely:

17.2.1 The last of the dates on which the last of the aforesaid consents, approvals, resolutions and orders as mentioned in Clause 17.1 shall be obtained or passed; or

17.2.2 The last of the dates on which all necessary certified copies of orders of the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras sanctioning the Scheme pursuant to sections 391 and 394 of the Act shall be duly filed with the appropriate Registrar of Companies.

The last of such dates shall be the "Effective Date" for the purpose of this Scheme.

17.3 It is clarified that on the approval of the Scheme by the requisite majority of members of the Transferor Company and the Transferee Company pursuant to Section 391(1) of the Act as aforesaid, it shall be deemed that the said members have also resolved and accorded all relevant consents under any other provisions of the Act to the extent the same may be considered



applicable. It is further clarified that there will be no need to pass any separate shareholders' resolution(s) under such other provisions of the Act. Without prejudice to the generality of the foregoing, such single window approval of the shareholders pursuant to Section 391(1) of the Act shall, include approvals under Sections 62, 52 of the Companies Act, 2013, 100 of the Companies Act, 1956 and 11 of the Companies Act, 2013 to the extent considered applicable.

18. POST SCHEME CONDUCT OF OPERATIONS

Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all Bank Accounts of the Transferor Company and realise all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally accepted by the Transferor Company and the Transferee Company concerned. Pursuant to the Scheme becoming effective the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961 (including for minimum alternate tax purposes and tax benefits), service tax law and other tax laws, and to claim refunds and/or credits for Taxes paid (including minimum alternate tax), and to claim tax benefits under the said tax laws, and for matters incidental thereto, if required to give effect to the provisions of this Scheme.



19. COSTS

All costs, charges and expenses including stamp duty and registration fee, if any, of any deed, document, instrument or Court's order, including this Scheme, or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company, unless otherwise agreed between the Transferor Company and the Transferee Company.

20. REVOCATION OF THE SCHEME

In the event of any of the said sanctions and approvals referred to in Clause 19 above not being obtained and/ or complied with and/ or satisfied and/ or this Scheme not being sanctioned by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras and/ or order or orders not being passed as aforesaid before March 31, 2017 or such other date as may be mutually agreed upon by the respective Board of Directors of the Transferor Company and the Transferee Company who are hereby empowered and authorized to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s), this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be



preserved or worked out in accordance with the applicable law and in such case, each company shall bear its own costs unless otherwise mutually agreed. Further, the board of directors of the Transferor Company and the Transferee Company shall be entitled to withdraw the Scheme with the same consequences, as aforesaid if such boards are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the certified copies of the orders sanctioning the Scheme with any authority could have adverse implication on both/ any of the companies.



Annexure-3

SSPA & CO.

Chartered Accountants

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STRICTLY PRIVATE & CONFIDENTIAL

May 09, 2016

To,

**The Board of Directors
E.I.D.-Parry (India) Limited**
'Dare House',
Parrys Corner,
Chennai – 600 001.

**The Board of Directors
Parrys Sugar Industries Limited**
Venus Building, 3rd Floor,
1/2 Kalyanamantapa Road, Jakkasandra
Koramangala, Bengaluru– 560 034.

Re: Recommendation of Fair Share Exchange Ratio for the purpose of proposed amalgamation of Parrys Sugar Industries Limited with E.I.D.-Parry (India) Limited.

Dear Sir(s),

As requested by the Management of E.I.D.-Parry (India) Limited and Parrys Sugar Industries Limited (hereinafter collectively referred to as the "Management"), we have carried out fair valuation of equity shares of E.I.D.-Parry (India) Limited (hereinafter referred to as "EID") and Parrys Sugar Industries Limited (hereinafter referred to as "PSIL") to recommend fair share exchange ratio for the proposed amalgamation of PSIL with EID (hereinafter collectively referred to as the "Companies").

1. PURPOSE OF VALUATION

- 1.1 We have been informed that the Management of the Companies are considering a proposal for the amalgamation of PSIL with EID (hereinafter referred to as "Amalgamation") pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 (hereinafter referred to as "Scheme"). Subject to necessary approvals, PSIL would be amalgamated with EID, with effect from Appointed Date of April 01, 2016. In consideration for the Amalgamation, equity shares of EID would be issued to the shareholders of PSIL.
- 1.2 In this connection, SSPA & Co., Chartered Accountants (SSPA) has been appointed to carry out the relative valuation of equity shares of PSIL and EID to recommend the fair share exchange ratio.



2. BRIEF BACKGROUND OF THE COMPANIES

2.1 E.I.D.-PARRY (INDIA) LIMITED

2.1.1 EID is part of Murugappa Group and one of the largest sugar producers in India.

2.1.2 EID is a dominant player in sugar and has also expanded its business in areas of bio - pesticides and Nutraceuticals. EID retains a significant presence in the farm inputs business through its subsidiary Coromandel International Limited. EID holds 100% stake in Parry Sugars Refinery Private Limited, US Nutraceuticals LLC, Parry America Inc. and 65% stake in Parrys Sugar Industries Limited.

2.1.3 EID Parry together with its subsidiaries has nine sugar plants spread across South India of which four are in Tamil Nadu, one in Puducherry, three in Karnataka and one in Andhra Pradesh. EID has combined operating capacity of 37,500 TCD and co-generation capacity of 147 MW across its sugar mills. EID has four distilleries having an operating capacity of 230 KLPD. In the Bio Pesticides business, the Company offers unique neem extract, Azadirachtin, having a good demand in the developed countries' bio pesticide markets. In the Nutraceuticals business, EID holds a strong position in the growing wellness segment mainly catering to the world markets with its organic products. The Company is a world leader in nutritional food supplements which is the only producer of 100% Vegetarian Certified Organic Spirulina.

2.1.4 The shares of EID are listed on The National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE').

2.2 PARRYS SUGAR INDUSTRIES LIMITED

2.2.1 PSIL was incorporated in the year 1986 and its registered office is located in Karnataka, India. PSIL is a subsidiary of EID, wherein EID holds 65% stake in the company.

2.2.2 The company has a Sugar Plant located at Ramdurg, Karnataka which is taken on lease from Shri Dhanalaxmi Sahakari Sakkare Karkhane Niyamat (DSSKN). The Sugar Plant has operating capacity of 4,000 TCD and Co-generation capacity of 13 MW. The unit commenced its operation in December 2008.

2.2.3 The shares of PSIL are listed on NSE and BSE.



3. EXCLUSIONS AND LIMITATIONS

- 3.1 Our report is subject to the scope limitations detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 3.2 No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 3.3 Our work does not constitute an audit or certification of the historical financial statements / prospective results including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 3.4 A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the management of the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair value of the shares of the Companies including any significant changes that have taken place or are likely to take place in the financial position of the Companies, subsequent to the Appointed Date for the proposed amalgamation. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 3.5 In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Companies through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Public information, estimates, industry and statistical information relied in this report have been obtained from the sources considered to be reliable. However, we have not



independently verified such information and make no representation as to the accuracy or completeness of such information from or provided by such sources. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.

- 3.6 Our recommendation is based on the estimates of future financial performance as projected by the management of the Companies, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the projections in this exercise of valuation should not be construed or taken as our being associated with or a party to such projections.
- 3.7 Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed amalgamation.
- 3.8 This report is prepared only in connection with the proposed amalgamation exclusively for the use of the Companies and for submission to any regulatory/statutory authority as may be required under any law.
- 3.9 Any person/party intending to provide finance/invest in the shares/businesses of any of the Companies, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 3.10 It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed amalgamation as aforesaid, can be done only with our prior permission in writing.
- 3.11 SSPA, nor its partners, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.



4. SOURCES OF INFORMATION

For the purpose of the valuation exercise, we have relied upon the following sources of information provided by the management.

- (a) Provisional/Audited financial Statements of EID and its subsidiaries/associates including PSIL for the financial year ended March 31, 2016.
- (b) Financial Projections of EID and PSIL comprising of Balance Sheet and Profit & Loss Account from FY 2016-17 and FY 2020-21.
- (c) Draft Scheme of Amalgamation u/s 391 to 394 and other applicable provisions of the Companies Act, 1956.
- (d) Other relevant details regarding the Companies such as their history, their promoters, past and present activities, other relevant information and data including information in the public domain.
- (e) Such other information and explanations as we required and which have been provided by the management of the Companies.

5. VALUATION APPROACH

5.1 For the purpose of valuation for amalgamation, generally the following approaches are adopted:

- (a) the "Underlying Asset" approach;
- (b) the "Income" approach; and
- (c) the "Market Price" approach;

5.2 In the present case, the net assets value of PSIL is negative, however it is expected to make profits in future. Thus, the net assets of PSIL is not representative of its value. This being a relative valuation for amalgamation, we have thought fit to ignore the "Underlying Asset" approach for current valuation exercise.

6. INCOME APPROACH

6.1 Under the "Income" approach, shares of EID and PSIL have been valued using "Discounted Cash Flow" (DCF) method.

6.2 Under the DCF method the projected free cash flows from business operations after considering fund requirements for projected capital expenditure and incremental working capital are discounted at the Weighted Average Cost of Capital (WACC). The



sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.

- 6.3 The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are determined by adding back to profit before tax, (i) interest on loans and (ii) depreciation and amortizations (non-cash charge) and (iii) any non-operating item. The cash flow is adjusted for outflows on account of (i) capital expenditure, (ii) incremental working capital requirements and (iii) tax.
- 6.4 WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the Company. In other words, WACC is the weighted average of the firm's cost of equity and debt. Considering an appropriate mix between debt and equity for the Company, we have arrived at the WACC to be used for discounting the Free Cash Flows of the Companies.
- 6.5 Value for equity shareholders is arrived at after making adjustment for outstanding loan funds, value of investments, cash and cash equivalents, contingent liabilities adjusted for probability of devolvement, value of surplus assets, present value of unutilized MAT credit, inflow on account of employee stock option plan, preference share capital, etc, after making adjustment of tax wherever applicable.
- 6.6 The equity value so arrived at is divided by the dilutive number of equity shares to arrive at the value per share.

7. MARKET PRICE APPROACH

- 7.1 The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.
- 7.2 As stated earlier, shares of EID and PSIL are listed on recognized stock exchanges. Thus, under the Market Price method, the weighted average market price of EID and PSIL as quoted on Stock Exchanges for past 6 months has been considered.



8. RECOMMENDATION OF FAIR EXCHANGE RATIO

8.1 The fair basis of amalgamation of the Companies would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at under each of the above approaches, for the purposes of recommending a ratio of exchange it is necessary to arrive at a single value for the shares of each company. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of each company. Our exercise is to work out relative value of shares of the Companies to facilitate the determination of a ratio of exchange. For this purpose, it is necessary to give appropriate weightage to the values arrived at under each approach.

Considering the fact that, after the amalgamation, the business of the Companies is intended to be continued on a "going concern" basis, to arrive at relative value of EID and PSIL, we have considered it appropriate to give a weight of "1" each to the value determined under the "income approach" and the "market price approach".

8.2 The share exchange ratio has been arrived on the basis of a relative valuation of the shares of the Companies based on the various methodologies explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the companies, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

8.3 In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for



subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible."

8.4 In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this report, in our opinion, a fair ratio of exchange in the event of amalgamation of PSIL into EID would be as under:

2 (Two) equity shares of EID of INR 1 each fully paid up for every 13 (Thirteen) equity shares of PSIL of INR 10 each fully paid up.

Thanking you,
Yours faithfully,

SSPA & CO.



SSPA & CO.
Chartered Accountants
Firm Registration Number: 128851W

Place: Chennai





E.I.D. - Parry (India) Limited

Regd. Office : Dare House, 234, N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

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REPORT OF THE AUDIT COMMITTEE OF E.I.D. - PARRY (INDIA) LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION OF PARRYS SUGAR INDUSTRIES LIMITED WITH THE COMPANY

Members present in the meeting

Mr. M B N Rao	- Chairman of the Committee
Mr. Anand Narain Bhatia	- Member
Mr. V. Manickam	- Member
Dr. Rca Godbole	- Member

In Attendance

Ms. G. Jalaja	- Company Secretary
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Background

A meeting of the Audit Committee was held on 9th May, 2016 to consider and recommend the proposed amalgamation of the Company's subsidiary, Parrys Sugar Industries Ltd with the Company under section 391-394 of the Companies Act, 1956.

As per the Securities and Exchange Board of India's (SEBI) Circular No. CIR/ CFD/CMD/ 16/2015 dated November 30, 2015, the Company is required to submit a Report from the Audit Committee recommending the draft scheme of Amalgamation under the Companies Act, 1956, applicable provisions of the Companies Act, 2013, after taking into consideration, inter-alia the Valuation Report and the Fairness Opinion. The Report of the Audit Committee is made in order to comply with the requirements of the said Circular.

The following documents were placed before the Audit Committee :

- Draft Scheme of amalgamation
- Valuation Report dated May 9, 2016 submitted by Independent Valuers M/s.SSPA & Co., Chartered Accountants, Mumbai
- Fairness Opinion dated May 9, 2016 issued by M/s.Axis Capital Ltd., Mumbai.

Proposed Scheme of Amalgamation

The Audit Committee noted the rationale and the benefits of the Scheme, which inter- alia includes the following:

- The consolidation of operations of the Transferor Company and the Transferee Company by way of amalgamation will lead to a more efficient utilization of capital, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth of the amalgamated entity with a wider presence in the sugar segment. The amalgamation would facilitate greater cohesiveness to gain market share through core market competencies which are hallmarks of the Transferor Company with increased brand and customer recognition.

For E.I.D. PARRY (INDIA) LTD,


G. JALAJA
Company Secretary.






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The amalgamation will result in administrative and operational rationalization and promote organizational efficiencies. It will prevent cost duplication that can erode financial efficiencies of the holding structure and the resultant operations will be more cost-efficient with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.

- The amalgamation would result in greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the competitive position of the combined entity.
- The amalgamation would result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value.
- The amalgamation would result in benefit of operational synergies to the combined entity in areas such as cane sourcing, harvesting and transportation, utilization of the molasses generated by the Transferee Company, product pricing and logistics in various areas, which can be put to the best advantage of the stakeholders.
- The amalgamation would result in greater leverage in operations planning and process optimization and enhanced flexibility in product sale, transfer of resources etc. Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, improved procurement, and the elimination of duplication, and rationalization of administrative expenses.
- The said amalgamation fits into the portfolio, growth and business strategies of the Transferee Company since the Transferor Company already have sugar manufacturing facilities in the state of Karnataka. As such there are various synergies between the businesses and operations of the Transferor Company and the Transferee Company.

Recommendation of the Audit Committee :

The Audit Committee recommends the Draft Scheme of Amalgamation, inter- alia taking into consideration the Valuation Report dated May 9, 2016 issued by M/s. SSPA & Co., Chartered Accountants and the Fairness Opinion report dated May 9, 2016 issued by M/s. Axis Capital Ltd. to the Board of Directors for approval and for favourable consideration by the Stock Exchanges and SEBI.



For E.I.D. PARRY (INDIA) LTD,



G. JALAJA
Company Secretary.

* Chairman of Audit Committee

Date : 9th May 2016

Place : Chennai



CONFIDENTIALMay 9th, 2016

The Board of Directors,
EID Parry (India) Limited,
Dare House, Parrys Corner,
Chennai-600001

The Board of Directors,
Parrys Sugar Industries Ltd.
Venus Building, 3rd Floor,
1/2 Kalyanamantapa Road,
Koramangala,
Bengaluru-560034

Dear Members of the Board:

I. Engagement Background

We understand that the Boards of Directors of EID Parry (India) Ltd. (“EID”, “Transferor Company”) and Parrys Sugar Industries Ltd., (“PSIL”, “Transferee Company”) are considering a Scheme of Arrangement (“Scheme”) between the companies and their respective shareholders and creditors. The Scheme provides for the amalgamation of PSIL with EID. The proposed arrangement is to be carried out pursuant to a Scheme of Amalgamation under section 391-394 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 (including corresponding provisions of the Companies Act, 2013 as may be applicable).

In consideration of the amalgamation of PSIL with EID, for every 13 (Thirteen) fully paid equity share of the face value of Rs. 10 each held by the shareholders of PSIL, EID shall issue and allot 2 (Two) fully paid equity share of the face value of Rs. 1 each of EID (hereinafter referred to as the “Share Exchange Ratio”).

In connection with the aforesaid, you requested our Fairness Opinion (“Opinion”) as of the date hereof, as to the fairness of the Share Exchange Ratio to the Equity Shareholders of EID and PSIL.

II. Basis of Opinion

In the Rationale of the Scheme, it was showcased that the proposed amalgamation will lead to efficient utilization of capital, superior deployment of brand promotion, sales and distribution strategies and creates a consolidated and diversified base for future growth of the amalgamated entity. Further, it would also lead to greater financial strength and flexibility which combined with operational and marketing synergies, would lead to enhanced shareholder value.



Axis Capital Limited (Erstwhile “Axis Securities and Sales Limited”)

SEBI Merchant Banker Regn No.:MB/INM000012029 Member Of: BSE Ltd. & National Stock Exchange of India Ltd., Mumbai.
CIN No. U51900MH2005PLC157853

Regd. Office: Axis House, 8th Floor, Wadia International Centre, P. B. Marg, Worli, Mumbai – 400 025 &
Corp. Office: Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025.

Tel.: (022) 4325 1199, Fax No. (022) 4325 3000, Website: www.axiscapital.co.in

A brief history of each of the aforesaid companies is as under –

1. EID is a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Dare House, Parrys Corner, Chennai-600001. It is a well-established company engaged in the business of manufacture and marketing of various types of sugar in the branded form having several integrated manufacturing facilities with distilleries and cogeneration of Power located in Karnataka, Andhra Pradesh and Tamilnadu. The Company also manufactures and markets various forms of Bio-Pesticides and Nutraceutical products. The Transferee Company also has interests in various other segments of business like sugar refinery, fertilizer, insecticides etc. through its subsidiaries. The shares of EID are listed on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited
2. PSIL is a company incorporated under the provisions of the Companies Act, 1956 having its registered office at Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru-560034. It is engaged in the business of manufacture and marketing of sugar having its manufacturing facilities with cogeneration of Power located in Ramdurg, Karnataka. The shares of PSIL are listed on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited
3. PSIL is a subsidiary of EID. EID presently holds 1,29,75,110 Equity Shares constituting 65% of the total Issued, Subscribed and Paid up Equity Share Capital and 100% of the Preferential capital of PSIL.

The key features of the scheme provided to and relied upon by us for framing an Opinion on the Share Exchange Ratio are as under:

1. Upon the Scheme becoming effective, all the assets and liabilities will stand transferred from the Transferor Company to the Transferee Company.
2. As consideration for the transfer, equity shares in the Transferee Company shall be issued to the equity shareholders of the Transferor Company, except on the Effective Date, all equity shares and preference shares which the Transferee Company holds in the Transferor Company (either directly or through nominees) shall get cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash whatsoever by the Transferee Company in lieu of such shares of the Transferor Company.
3. All the Shareholders of the Transferor Company, other than the Transferee Company, shall become shareholders of the Transferee Company.



4. The said equity shares in Transferee Company to be issued to the shareholders of Transferor Company shall rank pari passu in all respect with the existing equity shares of the Transferee Company.
5. Share Exchange Ratio is based on a Valuation report dtd. May 9, 2016 submitted by M/s SSPA & Co.
6. The Appointed Date for the amalgamation is April 1, 2016

We have taken the foregoing facts (together with the other facts and assumptions set forth in section III of this Opinion) into account when determining the meaning of “fairness” for purposes of this Opinion.

III. Limitation of Scope and Review

Our Opinion and analysis is limited to the extent of review of documents as provided to us by the Transferee Company and Transferor Company including the Valuation Report dtd. May 9, 2016 prepared by M/s SSPA & Co. and a Draft of the Scheme of Arrangement.

We have relied upon the accuracy and completeness of all information and documents provided to us, including

1. Provisional Financials Statements of the Transferor and Transferee Company as on March 31, 2016 as provided to us
2. Financial projections of the Transferor and Transferee Company and some of their subsidiaries for the years FY 2017-FY 2021
3. Other information, explanations and representations provided by the management of the companies.

We have not carried out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Transferor Company and / or its subsidiaries or the Transferee Company and / or its subsidiaries. In particular, we do not express any opinion as to the value of any asset of the Transferor Company and / or its subsidiaries or the Transferee Company and / or its subsidiaries, whether at current prices or in the future.



No investigation of the Companies claim to title of assets has been made by us for the purpose of this exercise and the Companies claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the account. Therefore, no responsibility whatsoever is assumed for matters of a legal nature. Our report is not and should not be constructed as our opining or certifying the compliance of the proposed scheme of arrangement with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed merger.

One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. Moreover, in this case where shares of the Transferee Company are being issued as consideration to the shareholders of Transferor Company, it is not the absolute per share values that are important for framing an opinion but the relative per share value of the Transferee Company vis-a-vis the Transferor Company.

We do not express any opinion as to the price at which shares of the Transferee Company may trade at any time, including subsequent to the date of this Opinion. In rendering our Opinion, we have assumed, that the Scheme will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary Regulatory or third party approvals for the Scheme, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on the Transferor Company and / or its subsidiaries, Transferee Company and / or its subsidiaries and their respective Shareholders. We express no opinion and have assumed that the amalgamation will not trigger obligations to make open offers under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, or delisting offers under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

Our opinion also does not address any matters otherwise than as expressly stated herein, including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. We have also not opined on the fairness of any terms and conditions of the scheme of merger other than the fairness, from financial point of view, of the Share Exchange ratio.

We do not express any Opinion as to any tax or other consequences that might arise from the Scheme on the Transferor Company and / or its subsidiaries, Transferee Company and / or its subsidiaries and their respective shareholders, nor does our Opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Transferee Company has obtained such advice as it deemed necessary from qualified professionals. In addition, we express no view or opinion as to the fairness of the amount or nature of, or any other aspects relating to, the compensation to any officers,



directors or employees of any parties to the Scheme, or class of such persons, relative to the Entitlement Ratio or otherwise.

We assume no responsibility for updating or revising our Opinion based on circumstances or events occurring after the date hereof. Our Opinion is specific to the amalgamation of the Transferor Company and Transferee Company as contemplated in the Scheme provided to us and is not valid for any other purpose. It is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

In the past, Axis Capital Limited and its affiliates (together, the "Axis Capital Group") have provided financial advisory services to the Transferor Company and / or its subsidiaries or the Transferee Company and/or its subsidiaries and has received fees for the rendering of these services.

We have in the past provided, and may currently or in the future provide, investment banking services to the Transferor Company and/or its subsidiaries or their respective affiliates and the Transferee Company and/or its subsidiaries or their respective affiliates that are unrelated to the proposed Scheme, for which services we have received or may receive customary fees. In addition, in the ordinary course of their respective businesses, affiliates of Axis Capital Ltd. may actively trade securities of the Transferee Company and / or its subsidiaries or group companies or for their own accounts and for the accounts of their customers and, accordingly, may at any time hold a position in such securities. Our engagement and the Opinion expressed herein are for the benefit of the Board of Directors of the Transferee Company and Transferor Company in connection with its consideration of the Scheme and for none other. Neither Axis Capital Ltd., nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the information and documents provided to us, based on which the Opinion has been issued. All such parties and entities expressly disclaim any and all liability for, or based on or relating to any such information contained therein.

Our fee for our services will be payable on delivery of this report and is not contingent on the successful completion of the Scheme. In addition, the Transferor Company and the Transferee Company has agreed to reimburse certain of our expenses and indemnify us against certain liabilities arising out of our engagement.

Our Opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme or any matter related thereto.



IV. Conclusion

Based on and subject to the foregoing, we are of the opinion that, as of the date hereof, the Share Exchange Ratio is fair to the Equity shareholders

For Axis Capital Ltd.



Managing Director
Investment Banking



Format of Holding of Specified securities

1. Name of Listed Entity: EID PARRY (INDIA) LIMITED
2. Scrip Code/Name of Scrip/Class of Security: 500125, EIDPARRY, EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
 - a. if under 31(1)(b) then indicate the report as on **06/05/2016**
 - b. if under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	YES*	NO*
a. Whether the Listed Entity has issued any partly paid up shares		NO
b. Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
c. Whether the Listed Entity has any shares against which depository receipts are issued?	YES	
d. Whether the Listed Entity has any shares in locked-in?		NO
e. Whether any shares held by promoters are pledge or otherwise encumbered?	YES	

*if the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:



Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form	
								No of Voting Rights					No. As a % of total Shares held	No. As a % of total Shares held			
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Class X	Class Y	Total	(X)	(XI)			(XII)	(XIII)	(XIV)
(A)	Promoter & Promoter Group	61	79577050	0	0	79577050	45.28	79577050	0	79577050	0	45.28	0	0.00	354500	0.45	79577050
(B)	Public	41551	96165904	0	0	96165904	54.72	96165904	0	96165904	0	54.72	0	0.00	NA	NA	92322436
(C)	Non Promoter-Non Public																
(C1)	Shares underlying DRs	2	71930	0	0	71930	NA	71930	0	71930	0	NA	0	0.00	NA	NA	70400
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	NA	NA	0
	Total:	41614	175814884	0	0	175814884	100.00	175814884	0	175814884	0	100.00	0	0.00	354500	0.45	171969886





Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible securities (As a percentage of diluted share capital) (VII)/(X) As a % of (A+B+C2)	Number of Locked Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									Total as a % of (A+B+C)					No. As a % of total Shares held	No.		
									Class X	Class Y	Total						
(I)	Indian																
(a)	Individual/Hindu undivided Family																
	M M MURUGAPPAN	AAAHM2016G	52	7035396	0	7035396	4.00	0	7035396	0	4.00	0	0.00	354500	5.04	7035396	
	M M MURUGAPPAN	AAAHM2016G	1	20000	0	20000	0.01	0	20000	0	0.01	0	0.00	0	0.00	20000	
	UMAYAL R.	AAAPU3781C	1	17250	0	17250	0.01	0	17250	0	0.01	0	0.00	0	0.00	17250	
	M.A.ALAGAPPAN	AABFS112E	1	13640	0	13640	0.01	0	13640	0	0.01	0	0.00	0	0.00	13640	
	VALLANNAMMALI	AABPA514E	1	23000	0	23000	0.01	0	23000	0	0.01	0	0.00	0	0.00	23000	
	M VELLACHI	AABPV9423B	1	100	0	100	0.00	0	100	0	0.00	0	0.00	0	0.00	100	
	VALLI SUBBIAH	AABPV6457B	1	29650	0	29650	0.02	0	29650	0	0.02	0	0.00	0	0.00	29650	
	M.A.ALAGAPPAN	AABTM0138K	1	25900	0	25900	0.01	0	25900	0	0.01	0	0.00	0	0.00	25900	
	M.A.ALAGAPPAN	AABTM0546Q	1	1000	0	1000	0.00	0	1000	0	0.00	0	0.00	0	0.00	1000	
	M A M ARUNACHALAM	AACAAS536E	1	42000	0	42000	0.02	0	42000	0	0.02	0	0.00	0	0.00	42000	
	ARUN ALAGAPPAN	AACAM5585B	1	42000	0	42000	0.02	0	42000	0	0.02	0	0.00	0	0.00	42000	
	M A M ARUNACHALAM	AACPAG626N	1	316000	0	316000	0.18	0	316000	0	0.18	0	0.00	202000	63.92	316000	
	ARUN ALAGAPPAN	AACPAG627P	1	40820	0	40820	0.23	0	40820	0	0.23	0	0.00	13500	40820		
	M.A.ALAGAPPAN	AACPAG628C	1	210000	0	210000	0.12	0	210000	0	0.12	0	0.00	11000	5.24	210000	
	LAKSHMI CHOCCA LINGAM	AACP6577A	1	3200	0	3200	0.00	0	3200	0	0.00	0	0.00	0	0.00	3200	
	A VELLAYAN	AACPV2231L	1	344540	0	344540	0.20	0	344540	0	0.20	0	0.00	24000	6.97	344540	
	M M VENKATACHALAM	AACPV2232K	1	200500	0	200500	0.11	0	200500	0	0.11	0	0.00	200500	5.97	200500	
	LAKSHMI VENKATACHALAM	AACPV4167D	1	18520	0	18520	0.01	0	18520	0	0.01	0	0.00	0	0.00	18520	
	LALITHA VELLAYAN	AACPV6713H	1	222210	0	222210	0.13	0	222210	0	0.13	0	0.00	0	0.00	222210	
	METAYAMMALI	AACPV6714A	1	204420	0	204420	0.12	0	204420	0	0.12	0	0.00	0	0.00	204420	
	VENKATACHALAM	AACPV6714A	1	204420	0	204420	0.12	0	204420	0	0.12	0	0.00	0	0.00	204420	
	LAKSHMI RAMASWAMY	AADPR0109A	1	15000	0	15000	0.01	0	15000	0	0.01	0	0.00	0	0.00	15000	
	M V VALLI MURUGAPPAN	AADPV8193L	2	420210	0	420210	0.24	0	420210	0	0.24	0	0.00	0	0.00	420210	
	S VELLAYAN	AADPV8920B	1	620810	0	620810	0.35	0	620810	0	0.35	0	0.00	20000	3.22	620810	
	M V MURUGAPPAN	AATHM9112E	1	6200	0	6200	0.00	0	6200	0	0.00	0	0.00	0	0.00	6200	
	M V MURUGAPPAN	AAPPMT1996N	2	338720	0	338720	0.19	0	338720	0	0.19	0	0.00	0	0.00	338720	
	M M MURUGAPPAN	AAGPM1775L	1	185670	0	185670	0.11	0	185670	0	0.11	0	0.00	0	0.00	185670	
	A A ALAGAMMALI	AAHPA3643E	1	308700	0	308700	0.18	0	308700	0	0.18	0	0.00	0	0.00	308700	
	M V SUBBIAH	AAPM9297L	1	247520	0	247520	0.14	0	247520	0	0.14	0	0.00	0	0.00	247520	
	M V SUBBIAH	AALHS2276M	1	6000	0	6000	0.00	0	6000	0	0.00	0	0.00	0	0.00	6000	
	MEENAKSHI MURUGAPPAN	AAWPM5419M	1	17000	0	17000	0.01	0	17000	0	0.01	0	0.00	0	0.00	17000	
	M V SEETHA SUBBIAH	AAGPS8522F	2	334670	0	334670	0.19	0	334670	0	0.19	0	0.00	30000	36.58	334670	
	M V SUBBIAH	ABBS0231K	1	320220	0	320220	0.18	0	320220	0	0.18	0	0.00	24000	7.49	320220	
	V VENKATACHALAM	ACFPV9601D	1	235610	0	235610	0.13	0	235610	0	0.13	0	0.00	0	0.00	235610	
	V NABAYANAN	ADPRK9527E	1	220320	0	220320	0.13	0	220320	0	0.13	0	0.00	0	0.00	220320	
	V ARUNACHALAM	ADWPA5110C	1	199500	0	199500	0.11	0	199500	0	0.11	0	0.00	0	0.00	199500	
	M.M.Veerappan	ADZPV6217A	1	348540	0	348540	0.20	0	348540	0	0.20	0	0.00	0	0.00	348540	
	ARUN VENKATACHALAM	AGIPV4181B	1	11100	0	11100	0.01	0	11100	0	0.01	0	0.00	0	0.00	11100	
	SOLACHI RAMANATHAN	AGOPR3093G	1	2796	0	2796	0.00	0	2796	0	0.00	0	0.00	0	0.00	2796	
	A V NAGALAKSHMI	AHBN0146N	1	191500	0	191500	0.11	0	191500	0	0.11	0	0.00	0	0.00	191500	
	M V AS MEENAKSHI	AHEPM0936C	1	275920	0	275920	0.16	0	275920	0	0.16	0	0.00	0	0.00	275920	
	A.KEERTIKA UNNAMMALI	AITPM0889Q	1	2000	0	2000	0.00	0	2000	0	0.00	0	0.00	0	0.00	2000	
	SIGAPI ARUNACHALAM	AJUPS2082F	1	163000	0	163000	0.09	0	163000	0	0.09	0	0.00	0	0.00	163000	
	V VASANTHA	AMRPV4196R	1	2850	0	2850	0.00	0	2850	0	0.00	0	0.00	0	0.00	2850	
	M V WUTHIAH	ANPPM41691K	1	189000	0	189000	0.11	0	189000	0	0.11	0	0.00	0	0.00	189000	
	DHRIV M ARUNACHALAM	ANPPD9467D	1	1000	0	1000	0.00	0	1000	0	0.00	0	0.00	0	0.00	1000	
	M M SEETHALAKSHMI	ADXP5627A	2	4440	0	4440	0.00	0	4440	0	0.00	0	0.00	0	0.00	4440	
	PRANAV ALAGAPPAN	BESPP0113C	1	3000	0	3000	0.00	0	3000	0	0.00	0	0.00	0	0.00	3000	

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Share-holding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form	
									No of Voting Rights					As a % of total Shares held	No.			As a % of total Shares held
									Class X	Class Y	Total							
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)					
(b)	M V SUBRAMANIAN Central Government/State Government(s)	BKMP57421J	1	123250	0	0	123250	0.07	123250	0	0	0	0.07	0	0.00	0	123250	
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	
(d)	AMV Ober		9	72541654	0	0	72541654	41.26	72541654	0	0	0	41.26	0	0.00	0	0	
	AMBADI ENTERPRISES LTD	AAACAG374J	1	4030000	0	0	4030000	2.29	4030000	0	0	0	2.29	0	0.00	0	72541654	
	A M M VELAYAN SONS P LTD	AAACA7452P	1	15500	0	0	15500	0.01	15500	0	0	0	0.01	0	0.00	0	4030000	
	CARBORUNDUM UNIVERSAL LIMITED	AAACCZ474P	1	1000	0	0	1000	0.00	1000	0	0	0	0.00	0	0.00	0	15500	
	M M MUTHAIAH SONS PRIVATE LTD	AAACW5345D	1	280	0	0	280	0.00	280	0	0	0	0.00	0	0.00	0	1000	
	AMBADI INVESTMENTS PRIVATE LIMITED	AAACW1078J	1	9323240	0	0	9323240	5.31	9323240	0	0	0	5.31	0	0.00	0	280	
	AR LAKSHMI LACHI TRUST	AAATA0734D	1	95430	0	0	95430	0.05	95430	0	0	0	0.05	0	0.00	0	9323240	
	MURUGAPPA HOLDINGS LIMITED	AABC9170E	1	58735204	0	0	58735204	33.42	58735204	0	0	0	33.42	0	0.00	0	95430	
	M A ALAGAPPAN HOLDINGS PRIVATE LIMITED	AABCU0206C	1	170500	0	0	170500	0.10	170500	0	0	0	0.10	0	0.00	0	58735204	
	M A MURUGAPPAN HOLDINGS PRIVATE LIMITED	AAHCM3026E	1	170500	0	0	170500	0.10	170500	0	0	0	0.10	0	0.00	0	170500	
(2)	Sub-Total (A)(1)		61	79577050	0	0	79577050	45.28	79577050	0	0	0	45.28	0	0.00	354500	79577050	
(e)	Individuals (Non-Resident Individuals)/Foreign Individuals		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	
(b)	Government Institutions		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	
(c)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	
(d)	Any Other		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	
(e)	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		61	79577050	0	0	79577050	45.28	79577050	0	0	0	45.28	0	0.00	354500	79577050	



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form		
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held			No.	As a % of total
									Class X	Class Y									
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)						
(1)	Institutions																		
(a)	Mutual Funds		15	4523263	0	4523263	2.57	4523263	0	2.57	0	0.00	NA	4523263					
	SUNDARAM MUTUAL FUND A/C	AAATS2554B	5	3007887	0	3007887	1.71	3007887	0	1.71	0	0.00	NA	3007887					
(b)	Venture Capital Funds		0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0					
(c)	Alternate Investment Funds		0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0					
(d)	Foreign Venture Capital Investors		0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0					
(e)	Foreign Portfolio Investors		69	16668169	0	16668169	9.48	16668169	0	9.48	0	0.00	NA	16668169					
	GOVERNMENT PENSION FUND GLOBAL	AACN1454E	1	5934766	0	5934766	3.38	5934766	0	3.38	0	0.00	NA	5934766					
	GHI LTP LTD	AAECG7559D	1	1859896	0	1859896	1.06	1859896	0	1.06	0	0.00	NA	1859896					
(f)	Financial Institutions/Banks		19	388795	0	388795	0.22	388795	0	0.22	0	0.00	NA	388795					
(g)	Insurance Companies		5	9776289	0	9776289	5.56	9776289	0	5.56	0	0.00	NA	9776289					
	GENERAL INSURANCE CORPORATION OF INDIA	AAACG0615N	1	2350500	0	2350500	1.34	2350500	0	1.34	0	0.00	NA	2350500					
	LIFE INSURANCE CORPORATION OF INDIA	AAACLO582H	1	6291474	0	6291474	3.58	6291474	0	3.58	0	0.00	NA	6291474					
(h)	Provident Funds/Pension Funds		0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0					
(i)	Any Other		4	5040	0	5040	0.00	5040	0	0.00	0	0.00	NA	0					
	OVERSEAS CORPORATE BODIES		11	231320	0	231320	0.13	231320	0	0.13	0	0.00	NA	231320					
	FOREIGN NATIONALS		123	31592876	0	31592876	17.98	31592876	0	17.98	0	0.00	NA	31592876					
(2)	Sub Total (8)(1)		0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0					
	Central Government/State Government(s)/President of India		0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0					
(3)	Sub Total (8)(2)		0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0					
(a)	Individual shareholders holding nominal share capital up to Rs.2 lakhs		39960	28593095	0	28593095	16.27	28593095	0	16.27	0	0.00	NA	28593095					
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		30	21436931	0	21436931	12.20	21436931	0	12.20	0	0.00	NA	21436931					
	HITESH SATISHCHANDRA DOSHI	AACPD8612R	1	3787845	0	3787845	2.16	3787845	0	2.16	0	0.00	NA	3787845					
	GOVINDLAL M PARIKH	AAEPP1312J	1	2846225	0	2846225	1.62	2846225	0	1.62	0	0.00	NA	2846225					
	NEMISHS SHAH	AAEPS1165L	1	2079531	0	2079531	1.18	2079531	0	1.18	0	0.00	NA	2079531					
	VINOD M SHAH	AAIPS55669R	1	1832500	0	1832500	1.04	1832500	0	1.04	0	0.00	NA	1832500					



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form		
									Class X	Class Y	Total				No.	As a % of total Shares held			No.	As a % of total
(b)	(i) NBFCs Registered with RBI	(ii)	3	17500	0	0	17500	0.01	0	0	0	0.01	0	0.00	NA	17500				
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0				
(d)	Overseas Depositories (Holding DRs)(Balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0				
(e)	Any Other																			
	TRUSTS		10	167122	0	0	167122	0.10	0	0	0	0.10	0	0.00	NA	167122				
	NON RESIDENT INDIANS CLEARING MEMBERS		600	1356663	0	0	1356663	0.77	0	0	0	0.77	0	0.00	NA	1148731				
	BODIES CORPORATES		97	311759	0	0	311759	0.18	0	0	0	0.18	0	0.00	NA	311759				
	ICI LOMBARD GENERAL INSURANCE COMPANY LTD	AAACI7904G	728	12689958	0	0	12689958	7.22	0	0	0	7.22	0	0.00	NA	12619067				
			1	3500000	0	0	3500000	1.99	0	0	0	1.99	0	0.00	NA	3500000				
	Sub Total (B)(3)		41428	64573028	0	0	64573028	36.74	0	0	0	36.74	0	0.00		60983288				
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		41551	96165904	0	0	96165904	54.72	0	0	0	54.72	0	0.00		9232436				



Details of the shareholders acting as persons in Concert including their Shareholding:			
Name of Shareholder	Name of PAC	No of shares	Holding%
Total:		0	0



Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders,	
No of Shareholders	No of shares
2493*	1346230

* Part shares of One deceased shareholder transmitted to one of the legal heir. Since the balance shares is still held in unclaimed suspense account, we have included in no. of shareholders



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			Shareholding as a % of total no of securities (A+B+C)	No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									Class X	Class Y	Total (X)				No.	As a % of total Shares (XII)	No.	As a % of total Shares (XIII)		
(1)	Custodian/DR Holder	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)				(X)	(XI)					(XIV)		
	Employee Benefit Trust (under SEB(Share based Employee Benefit) Regulations 2014)		2	71930	0	0	71930	0.04			71930	0	71930	0.04	0	0.04	0	0.00	NA	70400
(2)			0	0	0	0	0	0.00			0	0	0	0.00	0	0.00	0	0.00	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C1)+(C2)		2	71930	0	0	71930	0.04			71930	0	71930	0.04	0	0.04	0	0.00		70400



Format of Holding of Specified securities

1. Name of Listed Entity: EID PARRY (INDIA) LIMITED
2. Scrip Code/Name of Scrip/Class of Security: 500125, EIDPARRY, EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 - a. if under 31(1)(b) then indicate the report as on **06/05/2016**
 - b. if under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	YES*	NO*
a. Whether the Listed Entity has issued any partly paid up shares		NO
b. Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
c. Whether the Listed Entity has any shares against which depository receipts are issued?	YES	NO
d. Whether the Listed Entity has any shares in locked-in?		NO
e. Whether any shares held by promoters are pledge or otherwise encumbered?	YES	NO

*if the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:



Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted Share capital)	Number of Locked In Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class X	Class Y	Total			No.	As a % of total Shares		
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)			(x)	(xi)	(xii)	(xiii)	(xiv)	
(A)	Promoter & Promoter Group	61	79577050	0	0	79577050	45.01	79577050	0	79577050	0	45.01	0	0.00	0	79577050
(B)	Public	48432	97240765	0	0	97240765	54.99	97240765	0	97240765	0	54.99	0	0.00	NA	93305875
(C1)	Non Promoter-Non Public	2	71930	0	0	71930	NA	71930	0	71930	0	NA	0	0.00	NA	70400
(C2)	Shares underlying DRs Shares held by Employees Trusts	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	NA	0
	Total:	48495	176889745	0	0	176889745	100.00	176889745	0	176889745	0	100.00	0	0.00	0	172953525





Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No. of Share-holders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No. of Shares Held (W+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked In Shares	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form		
									Class X	Class Y	Total				No.	As a % of total Shares held		No.	As a % of total Shares held
(I)	Indian																		
(e)	Individuals/Hindu undivided Family		52	7035396	0	0	7035396	3.98	7035396	0	7035396	3.98	0	0.00	0	0.00	7035396		
	M M MURUGAPPAN	AAAHM2016G	1	20000	0	0	20000	0.01	20000	0	20000	0.01	0	0.00	0	0.00	20000		
	UNAYAL R.	AAAPU3781C	1	17250	0	0	17250	0.01	17250	0	17250	0.01	0	0.00	0	0.00	17250		
	M.A.ALAGAPPAN	AAAFK9112E	1	13640	0	0	13640	0.01	13640	0	13640	0.01	0	0.00	0	0.00	13640		
	VALLI ANNAMMALAI	AAAPK4514E	1	23000	0	0	23000	0.01	23000	0	23000	0.01	0	0.00	0	0.00	23000		
	M VELLACHI	AAAPV9423B	1	100	0	0	100	0.00	100	0	100	0.00	0	0.00	0	0.00	100		
	VALLI SUBBIAH	AAAPV9457B	1	29650	0	0	29650	0.02	29650	0	29650	0.02	0	0.00	0	0.00	29650		
	M.A.ALAGAPPAN	AAATM0139K	1	25900	0	0	25900	0.01	25900	0	25900	0.01	0	0.00	0	0.00	25900		
	M.A.ALAGAPPAN	AAATM0546Q	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	1000		
	M.A.A.ALAGAPPAN	AAAN6536E	1	42000	0	0	42000	0.02	42000	0	42000	0.02	0	0.00	0	0.00	42000		
	ARUN ALAGAPPAN	AACAM5585B	1	42000	0	0	42000	0.02	42000	0	42000	0.02	0	0.00	0	0.00	42000		
	M.A.M.ARUNACHALAM	AACPA9626N	1	316000	0	0	316000	0.18	316000	0	316000	0.18	0	0.00	0	0.00	316000		
	ARUN ALAGAPPAN	AACPAB627P	1	408820	0	0	408820	0.23	408820	0	408820	0.23	0	0.00	0	0.00	408820		
	M.A.ALAGAPPAN	AACPAB627P	1	210000	0	0	210000	0.12	210000	0	210000	0.12	0	0.00	0	0.00	210000		
	LAKSHMI CHOCHA LINGAM	AACPAB627P	1	3200	0	0	3200	0.00	3200	0	3200	0.00	0	0.00	0	0.00	3200		
	A VELLAYAN	AACPV2231L	1	344540	0	0	344540	0.19	344540	0	344540	0.19	0	0.00	0	0.00	344540		
	M M VENKATACHALAM	AACPV2232K	1	200500	0	0	200500	0.11	200500	0	200500	0.11	0	0.00	0	0.00	200500		
	LAKSHMI VENKATACHALAM	AACPV4167D	1	18520	0	0	18520	0.01	18520	0	18520	0.01	0	0.00	0	0.00	18520		
	LALITHA VELLAYAN	AACPV6713H	1	222210	0	0	222210	0.13	222210	0	222210	0.13	0	0.00	0	0.00	222210		
	MEYAMMAI VENKATACHALAM	AACPV6714A	1	204420	0	0	204420	0.12	204420	0	204420	0.12	0	0.00	0	0.00	204420		
	LAKSHMI RAMASWAMY	AADPR0109A	1	15000	0	0	15000	0.01	15000	0	15000	0.01	0	0.00	0	0.00	15000		
	M V VALLI MURUGAPPAN	AADPR0195L	2	420210	0	0	420210	0.24	420210	0	420210	0.24	0	0.00	0	0.00	420210		
	S VELLAYAN	AADPV8920B	1	620810	0	0	620810	0.35	620810	0	620810	0.35	0	0.00	0	0.00	620810		
	M V VURUGAPPAN	AAFH09112E	1	6200	0	0	6200	0.00	6200	0	6200	0.00	0	0.00	0	0.00	6200		
	M V MURUGAPPAN	AAFPM1998N	2	338720	0	0	338720	0.19	338720	0	338720	0.19	0	0.00	0	0.00	338720		
	M M MURUGAPPAN	AAAGP1775L	1	185670	0	0	185670	0.11	185670	0	185670	0.11	0	0.00	0	0.00	185670		
	A A ALAGAMMAI	AAHPA3643E	1	308700	0	0	308700	0.17	308700	0	308700	0.17	0	0.00	0	0.00	308700		
	A M MEYYAMMAI	AAIPM9297L	1	247320	0	0	247320	0.14	247320	0	247320	0.14	0	0.00	0	0.00	247320		
	M V SUBBIAH	AAIHS2276M	1	6000	0	0	6000	0.00	6000	0	6000	0.00	0	0.00	0	0.00	6000		
	MEENAKSHI MURUGAPPAN	AAAMP5419M	1	17000	0	0	17000	0.01	17000	0	17000	0.01	0	0.00	0	0.00	17000		
	M V SEETHA SUBBIAH	AAQPS8525F	1	98100	0	0	98100	0.06	98100	0	98100	0.06	0	0.00	0	0.00	98100		
	M V SUBBIAH	ABBFS0231K	2	334670	0	0	334670	0.19	334670	0	334670	0.19	0	0.00	0	0.00	334670		
	A VENKATACHALAM	ACFPV9601D	1	320220	0	0	320220	0.18	320220	0	320220	0.18	0	0.00	0	0.00	320220		
	V NARAYANAN	ADDPN2527F	1	235610	0	0	235610	0.13	235610	0	235610	0.13	0	0.00	0	0.00	235610		
	V ARUNACHALAM	ADWPAS110C	1	220320	0	0	220320	0.12	220320	0	220320	0.12	0	0.00	0	0.00	220320		
	M.M.Veerappan	ADZPV6217A	1	199500	0	0	199500	0.11	199500	0	199500	0.11	0	0.00	0	0.00	199500		
	ARUN VENKATACHALAM	AGIPV4161B	1	348540	0	0	348540	0.20	348540	0	348540	0.20	0	0.00	0	0.00	348540		
	SOLACHI RAMANATHAN	AGOPR3099G	1	11100	0	0	11100	0.01	11100	0	11100	0.01	0	0.00	0	0.00	11100		
	A V NAGALAKSHMI	AHBPNO146N	1	2796	0	0	2796	0.00	2796	0	2796	0.00	0	0.00	0	0.00	2796		
	M M MUTHIAH	AHEPM0936C	1	191500	0	0	191500	0.11	191500	0	191500	0.11	0	0.00	0	0.00	191500		
	M V AR MEENAKSHI	AIYPM0088Q	1	275920	0	0	275920	0.16	275920	0	275920	0.16	0	0.00	0	0.00	275920		
	A.KEERTIKA UNNAMMALAI	AJFPK2649M	1	2000	0	0	2000	0.00	2000	0	2000	0.00	0	0.00	0	0.00	2000		
	SIGAPI ARUNACHALAM	AJUPS2082F	1	163800	0	0	163800	0.09	163800	0	163800	0.09	0	0.00	0	0.00	163800		
	V VASANTHA	AMRPV4196R	1	2850	0	0	2850	0.00	2850	0	2850	0.00	0	0.00	0	0.00	2850		
	M V MUTHIAH	ANPPM1691K	1	189000	0	0	189000	0.11	189000	0	189000	0.11	0	0.00	0	0.00	189000		
	DHRUV M ARUNACHALAM	ANYPD9467D	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	1000		
	M M SEETHALAKSHMI	AUXPS5627A	2	4440	0	0	4440	0.00	4440	0	4440	0.00	0	0.00	0	0.00	4440		
	PRANAV ALAGAPPAN	BESFP0113C	1	3000	0	0	3000	0.00	3000	0	3000	0.00	0	0.00	0	0.00	3000		

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No. of Share-holders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of Underlying Depository Receipts	Total No. of Shares Held (IV+V+VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Total as a % of (A+B+C)	No of Shares Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									Class X	Class Y					No. As a % of total Shares held	No. As a % of total Shares held	
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)		(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	
(b)	M.V. SUBRAMANIAN Central Government/State Government(s)	BMF57421J	1	123250	0	0	123250	0.07	123250	0	0.07	0	0.00	0	0.00	0	123250
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(d)	Any Other		9	72541654	0	0	72541654	41.03	72541654	0	41.03	0	0.00	0	0.00	0	72541654
	AMBADI ENTERPRISES LTD	AAACAG374J	1	4030000	0	0	4030000	2.28	4030000	0	2.28	0	0.00	0	0.00	0	4030000
	A.M.M VELLAYAN SONS P. LTD	AAACA7452P	1	15500	0	0	15500	0.01	15500	0	0.01	0	0.00	0	0.00	0	15500
	CARBORUNDUM UNIVERSAL LIMITED	AAACC2474P	1	1000	0	0	1000	0.00	1000	0	0.00	0	0.00	0	0.00	0	1000
	M.M. MUTHIAH SONS PRIVATE LTD	AAACMS345D	1	280	0	0	280	0.00	280	0	0.00	0	0.00	0	0.00	0	280
	AMBADI INVESTMENTS PRIVATE LIMITED	AAACN1078J	1	9323240	0	0	9323240	5.27	9323240	0	5.27	0	0.00	0	0.00	0	9323240
	AR LAKSHMI AGRI TRUST	AAAT40734D	1	95430	0	0	95430	0.05	95430	0	0.05	0	0.00	0	0.00	0	95430
	MURUGAPPA HOLDINGS LIMITED	AAABCP9170E	1	58735204	0	0	58735204	33.22	58735204	0	33.22	0	0.00	0	0.00	0	58735204
	M A ALAGAPPAN HOLDINGS PRIVATE LIMITED	AAABCU206C	1	170500	0	0	170500	0.10	170500	0	0.10	0	0.00	0	0.00	0	170500
	M A NURUGAPPAN HOLDINGS PRIVATE LIMITED	AAHCW3026E	1	170500	0	0	170500	0.10	170500	0	0.10	0	0.00	0	0.00	0	170500
(2)	Sub-Total (A)(1)		61	79577050	0	0	79577050	45.01	79577050	0	44.99	0	45.01	0	0.00	0	79577050
(e)	Foreign		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(b)	Government		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		61	79577050	0	0	79577050	45.01	79577050	0	44.99	0	45.01	0	0.00	0	79577050



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Share-holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									No of Voting Rights					No. As a % of total Shares held	No. As a % of total Shares held		
									Class X	Class Y	Total						
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)				
(1)	Institutions																
(a)	Mutual Funds		15	4523263	0	0	4523263	2.56	4523263	0	4523263	2.56	0	0.00	NA	4523263	
	SUNDARAM MUTUAL FUND A/C	AAATS554B	5	3007887	0	0	3007887	1.70	3007887	0	3007887	1.70	0	0.00	NA	3007887	
	SUNDARAM SELECT MIDCAP		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(b)	Alternate investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(c)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(d)	Foreign Portfolio Investors		69	16668169	0	0	16668169	9.43	16668169	0	16668169	9.43	0	0.00	NA	16668169	
(e)	GOVERNMENT PENSION FUND GLOBAL	AACCN1454E	1	5934766	0	0	5934766	3.36	5934766	0	5934766	3.36	0	0.00	NA	5934766	
	GHI LTP LTD	AAECG7559D	1	1859896	0	0	1859896	1.05	1859896	0	1859896	1.05	0	0.00	NA	1859896	
(f)	Financial Institutions/Banks		21	429362	0	0	429362	0.24	429362	0	429362	0.24	0	0.00	NA	429362	
(g)	Insurance Companies		5	9795365	0	0	9795365	5.54	9795365	0	9795365	5.54	0	0.00	NA	9795365	
	GENERAL INSURANCE CORPORATION OF INDIA	AAACG0615N	1	2369576	0	0	2369576	1.34	2369576	0	2369576	1.34	0	0.00	NA	2369576	
	LIFE INSURANCE CORPORATION OF INDIA	AAACLO582H	1	6291474	0	0	6291474	3.56	6291474	0	6291474	3.56	0	0.00	NA	6291474	
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(i)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
	OVERSEAS CORPORATE BODIES		4	5040	0	0	5040	0.00	5040	0	5040	0.00	0	0.00	NA	0	
	FOREIGN NATIONALS		11	231320	0	0	231320	0.13	231320	0	231320	0.13	0	0.00	NA	231320	
	Sub Total (B)(1)		125	31652519	0	0	31652519	17.90	31652519	0	31652519	17.89	0	0.00	NA	31398763	
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(3)	Non-institutions		46693	28862828	0	0	28862828	16.32	28862828	0	28862828	16.32	0	0.00	NA	25874181	
(a)	i. Individual shareholders holding nominal share capital up to Rs.2 lakhs		30	21436931	0	0	21436931	12.12	21436931	0	21436931	12.12	0	0.00	NA	21035311	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		1	3787845	0	0	3787845	2.14	3787845	0	3787845	2.14	0	0.00	NA	3787845	
	HITESH SATISHCHANDRA DOSHI	AAACP8612R	1	2846225	0	0	2846225	1.61	2846225	0	2846225	1.61	0	0.00	NA	2846225	
	GOVINDLAL M PARIKH	AAEPP1312J	1	2079531	0	0	2079531	1.18	2079531	0	2079531	1.18	0	0.00	NA	2079531	
	NEMISH S SHAH	AAEPS1165L	1	1832500	0	0	1832500	1.04	1832500	0	1832500	1.04	0	0.00	NA	1832500	
	VINOD M SHAH	AAIPS5669R	1	694006	0	0	694006	0.39	694006	0	694006	0.39	0	0.00	NA	694006	
(b)	NBFCs registered with RBI		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(d)	Overseas Depositories (Holding DRs) (Balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(e)	Any Other		10	167122	0	0	167122	0.09	167122	0	167122	0.09	0	0.00	NA	167122	
	TRUSTS		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Share-holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked In Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									Class X	Class Y	Total (IX)			No.	As a % of total Shares held		
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	No of Voting Rights			(x)	(xi)	(xii)	(xiii)	(xiv)	
	NON RESIDENT INDIANS		653	1366827	0	0	1366827	0.77	1366827	0	1366827	0	0.77	0	0.00	NA	1154862
	CLEARING MEMBERS		124	320343	0	0	320343	0.18	320343	0	320343	0	0.18	0	0.00	NA	320343
	BODIES CORPORATES		792	12733852	0	0	12733852	7.20	12733852	0	12733852	0	7.20	0	0.00	NA	12661287
	ICICI LOMBARD GENERAL INSURANCE COMPANY LTD	AAAC17904G	1	3500000	0	0	3500000	1.98	3500000	0	3500000	0	1.98	0	0.00	NA	3500000
	FRACTIONAL SHARES		1	6337	0	0	6337	0.00	6337	0	6337	0	0.00	0	0.00	NA	0
	Sub Total (B)(3)		48307	65588246	0	0	65588246	37.09	65588246	0	65588246	0	37.09	0	0.00	NA	61907112
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		48432	97240765	0	0	97240765	54.99	97240765	0	97240765	0	54.99	0	0.00	NA	93305875



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									Class X	Class Y	Total			No.	As a % of total Shares held	No.	As a % of total Shares held	
(1)	Custodian/DR Holder		(III)	(IV)	(V)	(VI)	(VII)	(VIII)				(X)	(XI)	(XII)	(XIII)	(XIV)		
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		2	71930	0	0	71930	0.04	71930	0	71930	0.04	0	0.00	NA	NA	70400	
				0	0	0	0	0.00	0	0	0	0	0	0.00	NA	NA	0	
	Total Non-Promoter-Non Public Shareholding (C) = (C1)+(C2)		2	71930	0	0	71930	0.04	71930	0	71930	0.04	0	0.00	0	0.00	70400	



Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account

No of Shareholders	No of shares
2493*	1346230

* Part shares of One deceased shareholder transmitted to one of the legal heir. Since the balance shares is still held in unclaimed suspense account, we have included in no. of shareholders



Format of Holding of Specified securities

1. Name of Listed Entity: PARRYS SUGAR INDUSTRIES LIMITED
2. Scrip Code/Name of Scrip/Class of Security: 500162, PARRYSUGAR, EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
 - a. if under 31(1)(b) then indicate the report for quarter ending 06/05/2016
 - b. if under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	YES*	NO*
a. Whether the Listed Entity has issued any partly paid up shares		No
b. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
c. Whether the Listed Entity has any shares against which depository receipts are issued?		No
d. Whether the Listed Entity has any shares in locked-in?		No
e. Whether any shares held by promoters are pledge or otherwise encumbered?		No

*if the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:



For Parrys Sugar Industries Limited
 V.R. Dinesh
 Managing Director

PARRY'S SUGAR INDUSTRIES LIMITED
Table 1 - Summary Statement holding of specified securities as on - 06.05.2016

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								Class X	Class Y	Total			As a % of total Shares held	No.	As a % of total Shares held		
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)			(x)	(xi)	(xii)	(xiii)	(xiv)		
(A)	Promoter & Promoter Group	1	12975110	0	0	12975110	65.00	12975110	0	12975110	65.00	0	0.00	0	0.00	12975110	0
(B)	Public	13631	6986597	0	0	6986597	35.00	6986597	0	6986597	35.00	0	0.00	0	0.00	6986597	0
(C)	Non Promoter-Non Public																
(C1)	Shares underlying DRs	0	0	0	0	0	0 NA	0	0	0	0 NA	0	0.00	0	0.00	0	0
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0
	Total:	13632	19961707	0	0	19961707	100.00	19961707	0	19961707	100.00	0	0.00	0	0.00	19961707	0

For Parys Sugar Industries Limited

V Ramesh

Managing Director



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	No of Voting Rights			Total as a % of (A+B+C)		(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	
			No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (V+VI+VII)	Shareholding as a % of total (calculable as per SCRR, 1957 (viii) As a % of (A+B+C)	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) As a % of (A+B+C)	No.	As a % of total Shares held	As a % of total Shares held	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form				
									Class X	Class Y	Total	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)					
(1)	Indian																						
(a)	Individual/ Hindu undivided Family		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	(XVI)	
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	
(d)	Any Other		1	12975110	0	0	12975110	65.00	12975110	0	12975110	0	12975110	65.00	0	0.00	0	0.00	0	0.00	0	0.00	
(2)	E.I.D.PARRY (INDIA) LTD.	AALCED792C	1	12975110	0	0	12975110	65.00	12975110	0	12975110	0	12975110	65.00	0	0.00	0	0.00	0	0.00	0	0.00	
(a)	Foreign		1	12975110	0	0	12975110	65.00	12975110	0	12975110	0	12975110	65.00	0	0.00	0	0.00	0	0.00	0	0.00	
(b)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	12975110	
(c)	Government		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	12975110	
(d)	Institutions		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	
(e)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	
(f)	Any Other		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	
(g)	Sub-Total (A+Z)		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	
(h)	Total Shareholding of Promoter and Promoter Group (A)-(I)+(J)+(K)+(L)+(M)+(N)+(O)+(P)+(Q)+(R)+(S)+(T)+(U)+(V)+(W)+(X)+(Y)+(Z)		1	12975110	0	0	12975110	65.00	12975110	0	12975110	0	12975110	65.00	0	0.00	0	0.00	0	0.00	0	0.00	12975110



For Parrys Sugar Industries Limited

V Ramesh

Managing Director

Table III - Statement showing shareholding pattern of the Public shareholder

Category	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C)	No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class X	Class Y	Total				No.	As a % of total		
(1)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)				
(a)	Institutions																
(b)	Mutual Funds																
(c)	Venture Capital Funds																
(d)	Alternate Investment Funds																
(e)	Foreign Venture Capital Investors																
(f)	Foreign Portfolio Investors																
(g)	Financial Institutions/Banks																
(h)	UNITED INDIA INSURANCE COMPANY LIMITED		387690			387690	1.94										387504
(i)	Insurance Companies		263504			263504	1.32										263504
(j)	President Funds/Pension Funds																
(k)	Any Other																
(2)	Sub Total (B)(1)		387690			387690	1.94										387504
(3)	Central Government/State Government(s)/President of India																
(4)	Sub Total (B)(2)																
(5)	Non-Institutions																
(a)	Individual shareholders holding nominal share capital up to Rs.2 lakhs		1768448			1768448	8.85										
(b)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs		24891			24891	0.12										
(c)	Sub Total (B)(3)		1793339			1793339	8.97										
(d)	NBFCs Registered with RBI		4397301			4397301	22.03										
(e)	GRANDHI ENTERPRISES PRIVATE LIMITED		4397295			4397295	22.03										
(f)	Employee Trusts																
(g)	Overseas Depositories (Holding Drs)(Balancing figure)																
(h)	Any Other																
(i)	NON RESIDENT INDIANS		66591			66591	0.33										
(j)	CLEARING MEMBERS		55933			55933	0.28										
(k)	BODIES CORPORATES		285943			285943	1.43										
(l)	Sub Total (B)(4)		6598507			6598507	33.05										
(m)	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		6986597			6986597	35.00										

For Parys Sugar Industries Limited

V.R. Dinesh
Managing Director



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Share-holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+CZ)	Number of Voting Rights held in each Class of securities			No of Shares Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									Class X	Class Y	Total			No.	As a % of total Shares	No.	As a % of total Shares held	
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)	(XIII)	(XIV)		
(1)	Custodian/DR Holder Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	0
(2)			0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)		0	0	0	0	0	0.00	0	0	0	0	0.00	0	0.00	0	0	0

For Patrys Sugar Industries Limited

Anand Singh
Company Secretary

Annexure-7(a)

The financial details of companies for the previous 3 years as per the audited statement of Accounts			
Name of the Company: E.I.D.- Parry (India) Limited			
Particulars	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	(Rs. in Crores)
			2 years prior to the last Audited Financial Year
Equity Paid up Capital	17.58	17.58	17.58
Reserves and surplus	1,273.10	1,351.60	1,261.84
Carry forward losses	-	-	-
Net Worth	1,285.58	1,364.08	1,274.32
Miscellaneous Expenditure	-	-	-
Secured Loans	988.30	1,253.40	1,476.92
Unsecured Loans	260.02	591.60	499.79
Fixed Assets	1,456.56	1,504.78	1,530.25
Income from Operations	2,310.44	2,081.67	1,782.01
Total Income	2,395.41	2,265.04	1,945.48
Total Expenditure	2,491.57	2,129.06	1,976.58
(Loss)/Profit before Tax	(96.16)	135.98	(31.10)
Profit after Tax	(66.45)	148.25	26.53
Cash profit	8.41	237.91	66.21
EPS	(3.78)	8.43	1.51
Book value	73.00	78.00	73.00

For E.I.D.- Parry (India) Limited



G. Jalaja
Company Secretary

Encl: a/a



**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
E.I.D.- PARRY (INDIA) LIMITED**

1. We have audited the accompanying Statement of Standalone Financial Results of E.I.D.-Parry (India) Limited ("the Company") for the year ended 31/03/2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, the statement



**Deloitte
Haskins & Sells**

- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net loss and other financial information of the Company for the year ended 31/03/2016.
4. The Statement includes the results for the Quarter ended 31/03/2016 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 008072S)

M.K. Ananthanarayanan

M.K. Ananthanarayanan
Partner
(Membership No. 19521)

CHENNAI, May 10, 2016





E.I.D.-PARRY (INDIA) LIMITED

Registered Office: 'Dare House', Parry's Corner, Chennai - 600 001

Statement of Standalone Audited results for the quarter and year ended March 31, 2016

CIN: L24211TN1975PLC006989

www.eidparry.com

Rs. in Crore except for per share data

	Stand-alone Company Results				
	Quarter ended			Year ended	
	March 31, 2016	December 31, 2015	March 31, 2015	March 31 2016	March 31 2015
	Audited	Un-audited	Audited	Audited	Audited
PART I					
1. Income from Operations					
a) Net Sales / Income from Operations (Net of excise duty)	630.60	599.87	411.00	2,272.30	2,054.79
b) Other Operating Income	12.31	7.06	9.92	38.14	26.88
Total Income (a+b)	642.91	606.93	420.92	2,310.44	2,081.67
2 Total Expenditure :					
a) Cost of materials consumed	570.26	262.26	625.05	1,327.08	1,394.82
b) Purchases of stock-in-trade	2.30	2.80	5.52	13.08	25.22
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(311.02)	244.15	(493.42)	398.35	(37.90)
d) Employee benefits expense	34.29	32.42	32.44	134.28	127.72
e) Depreciation and amortisation expense	25.72	26.30	25.72	104.57	101.93
f) Other expenses	163.77	67.26	115.49	371.09	366.00
Total expenses	485.32	635.19	310.80	2,348.45	1,977.79
3 Profit/(loss) from operations before other income, finance costs and exceptional items (1-2)	157.59	(28.26)	110.12	(38.01)	103.88
4 Other income	7.51	15.55	69.19	84.97	183.37
5 Profit/(loss) from ordinary activities before finance costs and exceptional items [3+4]	165.10	(12.71)	179.31	46.96	287.25
6 Finance costs	30.67	30.48	32.75	143.12	151.27
7 Profit/(loss) from ordinary activities after finance costs but before exceptional items (5-6)	134.43	(43.19)	146.56	(96.16)	135.98
8 Exceptional Item	-	-	-	-	-
9 Profit/(loss) from Ordinary Activities before Tax (7+8)	134.43	(43.19)	146.56	(96.16)	135.98
10 Tax Expenses	(9.93)	(3.14)	(11.67)	(29.71)	(12.27)
11 Net Profit/(loss) from Ordinary Activities after Tax (9-10)	144.36	(40.05)	158.23	(66.45)	148.25
12 Extraordinary Items (net of Tax expense)	-	-	-	-	-
13 Net Profit/(loss) for the period (11+12)	144.36	(40.05)	158.23	(66.45)	148.25
14 Paid up Equity Share Capital (Face value Re.1 per equity share)	17.58	17.58	17.58	17.58	17.58
15 Paid up Debt Capital				400.00	460.00
16 Debenture redemption Reserve				50.00	90.00
17 Reserves excluding Revaluation Reserves				1,268.00	1,346.50
18 Networth				1,285.58	1,364.08
19 Earnings per Share (EPS) - (of Re.1 each) (not annualised)					
a) (i) Before Extraordinary Items - Basic	8.21	(2.28)	9.00	(3.78)	8.43
(ii) Before Extraordinary Items - Diluted	8.21	(2.28)	9.00	(3.78)	8.43
b) (i) After Extraordinary Items - Basic	8.21	(2.28)	9.00	(3.78)	8.43
(ii) After Extraordinary Items - Diluted (Not annualised) (Rs.per Equity Share)	8.21	(2.28)	9.00	(3.78)	8.43
20 Debt Equity ratio				0.97	1.35
21 Debt Service Coverage Ratio(DSCR)				0.49	1.19
22 Interest Service Coverage Ratio(ISCR)				1.06	2.57

See accompanying notes to the financial results



E.I.D.PARRY (INDIA) LIMITED**Segment Reporting under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the Quarter and Year ended March 31, 2016**

Rs. in Crore

Stand-alone Company Results				
Quarter ended			Year ended	
March 31, 2016 (Audited)	December 31, 2015 (Unaudited)	March 31, 2015 (Audited)	March 31, 2016 (Audited)	March 31, 2015 (Audited)

1. Segment Revenue :

(Net Sales/Income from each segment- Net of Excise Duty)

a.Sugar	429.09	438.35	226.65	1640.43	1505.63
b.Co-generation	73.88	37.96	77.03	217.78	148.56
c.Distillery	82.98	84.86	65.77	282.74	272.18
d.Bio-products	60.77	44.46	53.39	178.86	164.92
e.Others	0.94	1.67	0.26	4.18	0.41
Sub-total	647.66	607.30	423.10	2323.99	2091.70
Less : Intersegmental Revenue	4.75	0.37	2.18	13.55	10.03
Net Sales/ Income from Operations	642.91	606.93	420.92	2310.44	2081.67

2. Segment Results :

(Profit (+)/ Loss (-) before Tax and Interest from each segment)

a.Sugar	78.57	(38.93)	42.37	(152.47)	(0.66)
b.Co-generation	44.55	1.40	42.40	68.41	46.22
c.Distillery	21.30	10.98	18.39	47.93	58.68
d.Bio-products	23.72	7.55	25.48	36.81	44.52
Sub-total	168.14	(19.00)	128.64	0.68	148.76
Less : (i) Finance Costs	30.67	30.48	32.75	143.12	151.27
(ii) Other un-allocable expenditure net of un-allocable income	3.04	(6.29)	(50.67)	(46.28)	(138.49)
Profit/(Loss) Before Tax	134.43	(43.19)	146.56	(96.16)	135.98

3. Capital Employed :

(Segment Assets - Segment Liabilities)

a.Sugar	724.88	835.88	1496.37	724.88	1496.37
b.Co-generation	456.06	470.31	449.05	456.06	449.05
c.Distillery	261.53	257.86	274.99	261.53	274.99
d.Bio-products	163.16	160.21	153.21	163.16	153.21
e.Others	933.37	941.05	840.56	933.37	840.56
Total	2539.00	2665.31	3214.18	2539.00	3214.18





E.I.D.-PARRY (INDIA) LIMITED
Registered Office: 'Dare House', Parry's Corner, Chennai - 600 001
Audited Standalone financial results for the quarter and year ended March 31, 2016

- 1 The above Financial Results were reviewed and recommended by the Audit Committee on May 9, 2016 and approved by the Board of Directors at their meeting held on May 10, 2016.
- 2 The merger of M/s.Parry Phytoremedies Private Limited with the Company with appointed date of April 1, 2014 has been given effect to during the quarter ended June 30, 2015. The consequent effect of this merger on the results for the quarter and year ended March 31, 2016 is not significant.
- 3 The Board of Directors have approved a Scheme of Amalgamation for amalgamating Parrys Sugar Industries Limited (PSIL), a Subsidiary of the Company, with the Company effective April 1, 2016, subject to approval of the shareholders and various statutory and regulatory authorities.
- 4 The listed Secured Non-Convertible Debentures of the Company aggregating to Rs.300 crore as on March 31, 2016 are secured by way of first mortgage/charge on the Company's various properties and assets cover thereof exceeds hundred percent of the principal amount of the said debentures. Half yearly information for Listed Debentures Outstanding as on March 31, 2016 are as follows:

S.No	Series	Outstanding (Rs. in crore)	Previous Interest payment date	Previous Interest Paid (Y/N/NA)	Next due date for Principal/ Interest payment
1	9.23% Unsecured Redeemable Non-convertible debentures 2015-16 series	100	NA	NA	5-Sep-2016
2	10.25% Secured Redeemable Non-convertible debentures 2013-14 series	100	8-Jan-2016	Y	6-Jan-2017
3	8.97% Secured Redeemable Non-convertible debentures 2013-14 series	200	3-May-2015	Y	3-May-2016

- 5 The figures for the current quarter and the quarter ended March 31, 2015 are the balancing figures between audited figures of the full financial year ended March 31,2016 and March 31,2015 ,respectively and published year to date figure upto third quarter ended December 31,2015 and December 31,2014 respectively.
- 6 During the year, rating agency CRISIL has downgraded Long term debt rating from CRISIL 'AA-' (Stable) to CRISIL 'A+' (Stable).
- 7 Figures for the previous year/quarter have been regrouped wherever necessary.

On behalf of the Board

V Ramesh

V Ramesh
Managing Director

Chennai
May 10, 2016



**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
E.I.D.-PARRY (INDIA) LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results of **E.I.D.-PARRY (INDIA) LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its jointly controlled entities and its share of the profit of its associates for the year ended March 31, 2016 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared on the basis of the related and consolidated financial statements which is in accordance with the Accounting Standards, prescribed under Section 133 of the Companies Act, 2013 as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Holding Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3. We did not audit the financial statements /information of eighteen subsidiaries and two jointly controlled entities included in the consolidated financial results, whose financial statements /information reflect total assets of Rs.740.32 Crores as at March 31, 2016, total revenues of Rs.522.69 Crores for the year ended March 31, 2016 and total loss after tax of Rs.16.26 Crores for the year ended March 31, 2016, as considered in the consolidated financial results. The consolidated financial results also includes the Group's share of profit after tax of Rs.0.58 Crores for the year ended March 31, 2016, as considered in the consolidated financial results, in respect of two associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.
4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors referred to in paragraph 3 above the Statement:



DM

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Haskins & Sells**

- a. includes the results of the following entities:
 - a) Coromandel International Limited, its Subsidiaries, Jointly controlled entities and an associate
 - b) Parrys Sugar Limited
 - c) Parry Infrastructure Company Private Limited
 - d) Parrys Agrochem Exports Limited (by itself and investments through its subsidiary Parrys Investments Limited)
 - e) Parry America Inc.
 - f) US Nutraceuticals LLC and its Associate.
 - g) Parrys Sugar Industries Limited
 - h) Parry Sugar Refinery India Private Limited (Formerly Silkroad Sugar Private Limited)
 - i) Parrys Investments Limited
 - j) Alimtec S.A
- b. is presented in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- c. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and other financial information of the Group for the year ended March 31, 2016.
5. The Statement includes the results for the Quarter ended March 31, 2016 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No: 008072S)

M.K. Ananthanarayanan

M.K. Ananthanarayanan
Partner
(Membership No.19521)

Chennai, May 10, 2016



PM



E.I.D.-PARRY (INDIA) LIMITED
Registered Office: 'Dare House', Parry's Corner, Chennai - 600 001
Statement of Consolidated Audited Financial Results for the quarter and year ended March 31, 2016
CIN: L24211TN1975PLC006989
www.eidparry.com

Rs. in Crore except for per share data

	Consolidated Results				
	Quarter ended			Year Ended	
	March 31 2016	December 31 2015	March 31 2015	March 31 2016	March 31 2015
	Audited	Un-audited	Audited	Audited	Audited
PART I					
1 Income from Operations					
a) Net Sales / Income from Operations (Net of excise duty)	4,405.69	3,806.60	3,640.43	15,271.11	13,845.44
b) Other Operating Income	4.36	28.95	44.61	127.35	107.20
Total Income (a+b)	4,410.05	3,835.55	3,685.04	15,398.46	13,952.64
2 Total Expenditure :					
a) Cost of materials consumed	2,858.20	2,401.64	2,718.26	9,385.35	9,107.94
b) Purchases of stock-in-trade	184.96	436.79	451.56	2,085.28	1,946.72
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	113.35	183.75	(426.71)	316.30	(592.59)
d) Employee benefits expense	118.98	115.63	112.23	463.61	435.30
e) Depreciation and amortisation expense	63.59	60.55	63.08	249.87	244.10
f) Other expenses	686.68	510.45	525.43	2,302.40	2,043.76
Total expenses	4,025.76	3,708.81	3,443.85	14,802.81	13,185.23
3 Profit from operations before other income, finance costs and exceptional items (1-2)	384.29	126.74	241.19	595.65	767.41
4 Other income	15.33	30.01	41.45	116.60	111.55
5 Profit from ordinary activities before finance costs and exceptional items [3+4]	399.62	156.75	282.64	712.25	878.96
6 Finance costs	106.33	102.81	91.83	435.25	419.74
7 Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	293.29	53.94	190.81	277.00	459.22
8 Exceptional item (net) (Refer Note 5)	-	25.00	-	25.00	(3.94)
9 Profit/(Loss) from Ordinary Activities before Tax (7+8)	293.29	78.94	190.81	302.00	455.28
10 Tax Expenses	26.25	42.15	22.44	146.55	178.93
11 Net Profit/(Loss) from Ordinary Activities after Tax (9-10)	267.04	36.79	168.37	155.45	276.35
12 Extraordinary Items (net of Tax expense)					
13 Net Profit for the period (11+12)	267.04	36.79	168.37	155.45	276.35
14 a. Add: Share of Profit from Associate	0.46	0.80	-	0.58	-
b. Minority Interest	36.57	31.85	30.81	142.09	159.56
15 Net Profit after Tax after Minority Interest (13-14)	230.93	5.74	137.56	13.94	116.79
16 Paid up Equity Share Capital (Face value Re. 1 per equity share)	17.58	17.58	17.58	17.58	17.58
17 Reserves excluding Revaluation Reserves				2,203.40	2,204.32
18 Networth				2,220.98	2,221.90
19 Earnings per Share (EPS) -					
a) (i) Before Extraordinary Items - Basic	13.14	0.33	7.82	0.79	6.64
(ii) Before Extraordinary Items - Diluted	13.14	0.33	7.82	0.79	6.64
b) (i) After Extraordinary Items - Basic	13.14	0.33	7.82	0.79	6.64
(ii) After Extraordinary Items - Diluted	13.14	0.33	7.82	0.79	6.64
(Not annualised) (Rs.per Equity Share)					

See Accompanying note to the financial results



E.I.D.PARRY (INDIA) LIMITEDSegment Reporting under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015
for the Quarter and year ended March 31, 2016

Rs. in Crore

Consolidated Results				
Quarter ended			Year ended	
March 31, 2016	December 31, 2015	March 31, 2015	March 31, 2016	March 31, 2015
Audited	Un-audited	Audited	Audited	Audited

1. Segment Revenue :

(Net Sales/Income from each segment- Net of Excise Duty)

a. Farm Inputs	3,020.87	2,755.45	2,996.78	11,521.92	11,305.62
b. Sugar	1,137.70	870.70	443.73	3,052.68	1,908.52
c. Co-generation	93.92	48.45	94.05	258.71	173.79
d. Distillery	82.53	84.16	64.94	275.06	255.59
e. Bio-products	103.32	87.48	94.31	348.00	333.83
f. Others	1.64	3.81	16.86	7.62	19.92
Sub-total	4,439.98	3,850.05	3,710.67	15,463.99	13,997.27
Less : Intersegmental Revenue	29.93	14.50	25.63	65.53	44.63
Net Sales/ Income from Operations	4,410.05	3,835.55	3,685.04	15,398.46	13,952.64

2. Segment Results :

(Profit (+)/ Loss (-) before Tax and Interest from each segment)

a. Farm Inputs	184.51	179.77	147.54	755.77	801.57
b. Sugar	119.37	(30.58)	31.16	(193.36)	(97.04)
c. Co-generation	51.41	3.42	45.84	77.24	47.37
d. Distillery	21.30	10.98	18.39	47.93	58.68
e. Bio-products	26.06	11.86	27.58	47.49	50.93
Sub-total	402.65	175.45	270.51	735.07	861.51
Less : (i) Finance costs	106.33	102.81	91.83	435.25	419.74
(ii) Other un-allocable expenditure net of un-allocable income	3.03	(6.30)	(12.13)	(2.18)	(13.51)
Profit Before Tax	293.29	78.94	190.81	302.00	455.28

3. Capital Employed :

(Segment Assets - Segment Liabilities)

a. Farm Inputs	4,684.10	5,021.91	4,489.82	4,684.10	4,489.82
b. Sugar	1,938.85	1,891.19	2,146.97	1,938.85	2,146.97
c. Co-generation	498.91	513.89	495.79	498.91	495.79
d. Distillery	261.53	257.86	274.99	261.53	274.99
e. Bio-products	274.79	272.92	261.80	274.79	261.80
f. Others	174.39	245.01	171.99	174.39	171.99
Total	7,832.57	8,202.78	7,841.36	7,832.57	7,841.36



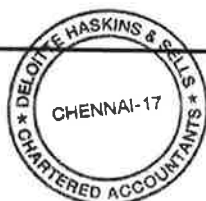
**E.I.D.-PARRY (INDIA) LIMITED**

Registered Office: 'Dare House', Parry's Corner, Chennai - 600 001

Audited Consolidated Statement of Assets and Liabilities as at 31st March, 2016

Rs. in Crore

	As at	
	31.03.2016 Audited	31.03.2015 Audited
A EQUITY AND LIABILITIES		
1 Shareholders' funds		
(a) Share Capital	17.58	17.58
(b) Reserves and Surplus	2,208.50	2,209.42
	2,226.08	2,227.00
2 Minority Interest	1,003.24	896.55
3 Non-current Liabilities		
(a) Long-term borrowings	1,033.63	1,137.35
(b) Deferred tax liability (Net)	190.71	243.83
(c) Other long-term liabilities	0.02	0.84
(d) Long-term provisions	18.03	16.92
	1,242.39	1,398.94
4 Current Liabilities		
(a) Short-term borrowings	3,220.60	3,255.04
(b) Trade payables	4,559.45	3,886.36
(c) Other Current Liabilities	1,423.70	1,170.96
(d) Short-term provisions	85.79	64.51
	9,289.54	8,376.87
	13,761.25	12,899.36
B ASSETS		
1 Non-current assets		
(a) Fixed assets	3,443.25	3,514.51
(b) Goodwill on consolidation	25.24	37.34
(c) Cost of Investment in Associate	7.40	-
(d) Non-current investments	394.78	357.99
(e) Long-term loans and advances	190.91	226.51
(f) Other non-current assets	16.87	25.06
	4,078.45	4,161.41
2 Current assets		
(a) Current investments	57.57	10.85
(b) Inventories	4,024.71	3,963.02
(c) Trade receivables	2,203.12	1,713.76
(d) Cash and cash equivalents	337.77	376.37
(e) Short-term loans and advances	3,003.91	2,648.62
(f) Other current assets	55.72	25.33
	9,682.80	8,737.95
	13,761.25	12,899.36





E.I.D.-PARRY (INDIA) LIMITED
Registered Office: 'Dare House', Parry's Corner, Chennai - 600 001
Audited Consolidated Financial Results for the quarter and year ended March 31, 2016

- 1 The above Consolidated Financial results for the quarter and year ended March 31, 2016 were reviewed by the Audit Committee on May 9, 2016 and have been approved by the Board of Directors at their meeting held on May 10, 2016.
- 2 The Board of Directors have approved a Scheme of Amalgamation for amalgamating Parrys Sugar Industries Limited (PSIL), a Subsidiary of the Company, with the Company effective April 1, 2016, subject to approval of the shareholders and various statutory and regulatory authorities.
- 3 The listed Secured Non-Convertible Debentures of the Company aggregating to Rs.300 crore as on March 31, 2016 are secured by way of first mortgage/charge on the Company's various properties and assets cover thereof exceeds hundred percent of the principal amount of the said debentures. Half yearly information for Listed Debentures Outstanding as on March 31, 2016 are as follows:

S.No.	Series	Outstanding (Rs. in crore)	Previous Interest payment date	Previous Interest Paid (Y/N/NA)	Next due date for Principal/ Interest payment
1	9.23% Unsecured Redeemable Non-convertible debentures 2015-16 series	100	NA	NA	5-Sep-2016
2	10.25% Secured Redeemable Non-convertible debentures 2013-14 series	100	8-Jan-2016	Y	6-Jan-2017
3	8.97% Secured Redeemable Non-convertible debentures 2013-14 series	200	3-May-2015	Y	3-May-2016

- 4 During the year, rating agency CRISIL has downgraded Long term debt rating from CRISIL 'AA-' (Stable) to CRISIL 'A+' (Stable).
- 5 During the quarter ended June 30, 2015, U S Nutraceuticals LLC, a subsidiary of the Company, has sold 2% stake in its subsidiary Labelle Botanics LLC (Labelle). Consequent to the sale, Labelle has become an associate of the Subsidiary.
- 6 Exceptional items:
 - (a) During the quarter ended December 31, 2015 and for the year ended March 31, 2016: Coromandel International Limited (Coromandel), a subsidiary of the Company, has recognised the business interruption claim amounting to Rs.25 crore received from the Insurance company on account of the 'Hudhud' cyclone in Vishakapatnam unit.
 - (b) For the year ended March 31, 2015 represents interest expense of Rs.3.94 crore on enhanced compensation payable pursuant to the Court Order on land acquired by Coromandel in earlier years.
- 7 The Consolidated Financial results have been prepared in accordance with Accounting Standard 21 -" Consolidated Financial Statements", Accounting Standard 23-" Accounting for Investments in Associates in Consolidated Financial Statements", Accounting Standard 27-" Financial Reporting of Interests in Joint Ventures".



- 8 Summarised figures of EID Parry (India) Limited for the quarter and year ended March 31, 2016 as a Standalone entity are :

Rs. in crore

Description	Quarter ended			Year Ended	
	March 31, 2016	Dec 31, 2015	March 31 2015	March 31 2016	March 31 2015
	Audited	Un-audited	Audited	Audited	Audited
Turnover	630.60	599.87	411.00	2,272.30	2,054.79
EBIDTA	190.82	13.59	205.03	151.53	389.18
Profit/(Loss) Before Tax	134.43	(43.19)	146.56	(96.16)	135.98
Profit/(Loss) After Tax	144.36	(40.05)	158.23	(66.45)	148.25
Disclosure as per Listing of Debt securities:					
Debt Equity Ratio				0.97	1.35
Debt Service coverage Ratio				0.49	1.19
Interest Service Coverage Ratio				1.06	2.57
Debt Service coverage Ratio:- EBIT/(Long term interest+ Principal Repayment)					
Interest Service Coverage Ratio: EBIT/Interest					

The Standalone financial results can be accessed at Stock Exchange websites www.nseindia.com and www.bseindia.com. The results can also be accessed at the Company's website www.eidparry.com.

- 9 The figures for the current quarter and the quarter ended March 31, 2015 are the balancing figure between audited figures of the full financial year ended March 31,2016 and March 31,2015, respectively and published year to date figure upto third quarter ended December 31,2015 and December 31,2014 respectively.
- 10 Figures for the previous year/quarter have been regrouped wherever necessary to make it comparable with the current quarter/year.

On behalf of the Board

V. Ramesh

V. Ramesh
Managing Director

Chennai
May 10, 2016



FORM A

(For Audit Report with Unmodified Opinion)

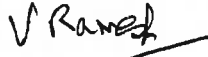
(Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

1	Name of the Company	E.I.D.- Parry (India) Limited
2	Annual Standalone Financial Statements for the year ended	March 31,2016
3	Type of Audit Observation	Un-modified
4	Frequency of Observation	Not Applicable

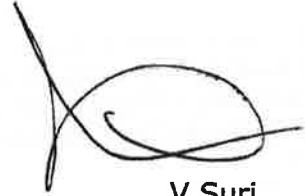
For E.I.D.- Parry (India) Limited



M B N Rao
Audit Committee Chairman

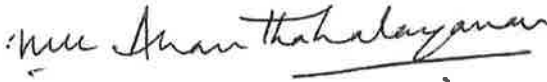


V.Ramesh
Managing Director



V.Suri
Chief Financial Officer

For M/s. Deloitte Haskins & Sells, Chartered Accountants
(Firms Registration No. 008072S)



M K Ananthanarayanan
Partner
Membership No.19521



Dated 10th May, 2016



IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

No. 828/ITSL/OPR/16-17

May 10, 2016

E.I.D.- Parry(India)Limited
Dare House, Parry Corner,
Chennai 600001

Kind Attn: S.Muthukrishnan

Dear Sir,

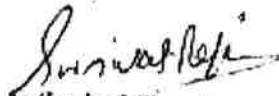
Certificate for receipt and noting of information

[Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, IDBI Trusteeship Service Limited ("Debtenture Trustee") hereby confirm that we have received and noted the information, as specified under regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Regulations"), provided to us by Dewan Housing Finance Limited ("the Company") for the financial year ended March 31, 2016.

This Certificate is being issued pursuant to the requirements of regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

for IDBI Trusteeship Services Limited


Authorized Signatory



The financial details of companies for the previous 3 years as per the audited statement of account

 Name of the Company: **PARRYS SUGAR INDUSTRIES LIMITED**
(Rs. in Crores)

	As per the Financial Year	As per the Financial Year	As per the Financial Year
	2015-16	2014-15	2013-14
	(Audited)	(Audited)	(Audited)
Equity Paid up Capital	19.96	19.96	19.96
Reserves and surplus	94.37	94.37	94.55
Carry forward losses	(194.45)	(168.46)	(152.72)
Net Worth	15.44	6.43	9.35
Miscellaneous Expenditure			
Secured Loans	80.03	99.19	105.37
Unsecured Loans	1.00	31.00	74.05
Fixed Assets	104.70	110.87	110.19
Income from Operations	291.21	198.37	172.14
Total Income	292.34	199.47	172.53
Total Expenditure	318.33	215.21	208.57
Profit before Tax	(25.99)	(15.74)	(36.04)
Profit after Tax	(25.99)	(15.74)	(36.04)
Cash profit	26.79	(23.90)	(11.00)
EPS	(15.83)	(10.07)	(18.78)
Book value	-	-	-

For Parrys Sugar Industries Limited


V. Ramesh
Managing Director


R.G.N. PRICE & CO.
Chartered Accountants

Phone : 28413633 & 28583494
Telefax : 28544569
Offices at : Mumbai, Ernakulam, Quilon, Calicut,
Bangalore and New Delhi

Simpson's Buildings
Post Box No. 335
CHENNAI - 600002

Date : 2nd May, 2016

Auditor's Report on Quarterly Financial Results and Year to Date Results of the Company
Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.

The Board of Directors,
M/s. Parrys Sugar Industries Limited,
Bangalore.

We have audited the quarterly financial results of **M/s. Parrys Sugar Industries Limited** ("the Company") for the quarter ended 31st March, 2016 and the year to date results for the period April 2015 to March 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25), prescribed, under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- a) Are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- b) Give a true and fair view of the Net Profit for the quarter ended 31st March 2016 and Net Loss for the year ended on that date and other financial information for the quarter ended 31st March, 2016 as well as the year to date results for the year ended 31st March, 2016.

For R.G.N. Price & Co.,
Chartered Accountants
Firm's Registration No: 002785S



Mahesh Krishnan
Mahesh Krishnan
Partner
Membership No. 206520

Place of Signature: Chennai
Date: 2nd May, 2016

For Parrys Sugar Industries Limited

V. Ramani
Managing Director

PARRYS SUGAR INDUSTRIES LIMITED

(CIN: L28100KA1986PLC049077)

Regd. Office: Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru-560034, Karnataka.

Tel: 080-49006666 Fax: 080-49006600

email: investorgrievancescell@psil.murugappa.com

Website: www.parrysugar.com

(Rs in Lakhs except for per share data)

PART I

Statement of Audited Financial Results for the Quarter and Year ended March 31, 2016

Sl.No	Particulars	Quarter Ended			Year Ended	
		31/03/2016	31/12/2015	31/03/2015	31/03/2016	31/03/2015
		Audited	Un audited	Audited	Audited	
1.	Income from operations					
	(a) Net sales / income from operations (Net of excise duty)	9,239.16	8,000.25	2,479.61	28,780.49	19,700.98
	(b) Other operating income	67.55	214.06	7.09	340.95	135.65
	Total income from operations (net)	9,306.71	8,214.31	2,486.70	29,121.44	19,836.63
2.	Expenses					
	(a) Cost of materials consumed	10,753.96	5,881.82	10,812.02	21,326.39	16,891.45
	(b) Purchases of stock-in-trade	-	-	-	-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(5,099.30)	1,488.88	(10,811.21)	4,534.86	(987.51)
	(d) Employee benefits expense	179.13	136.22	115.05	577.48	505.45
	(e) Depreciation and amortisation expense	185.35	187.03	203.31	743.14	712.55
	(f) Other Expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	976.74	647.12	1,316.52	3,123.87	2,732.14
	Total expenses	6,995.88	8,341.07	1,635.69	30,305.74	19,854.08
3.	Profit/(Loss) from operations before other income , finance costs and exceptional items (1-2)	2,310.83	(126.76)	851.01	(1,184.30)	(17.45)
4.	Other Income	57.41	35.18	47.88	112.52	109.90
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	2,368.24	(91.58)	898.89	(1,071.78)	92.45
6.	Finance costs	375.11	266.89	368.43	1,526.85	1,666.43
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	1,993.13	(358.47)	530.46	(2,598.63)	(1,573.98)
8.	Exceptional items					
9.	Profit / (Loss) from ordinary activities before tax (7+8)	1,993.13	(358.47)	530.46	(2,598.63)	(1,573.98)
10.	Tax expense					
11.	Net Profit / (Loss) from ordinary activities after tax (9-10)	1,993.13	(358.47)	530.46	(2,598.63)	(1,573.98)
12.	Extraordinary items (net of tax expense)					
13.	Net Profit / (Loss) for the period (11-12)	1,993.13	(358.47)	530.46	(2,598.63)	(1,573.98)
14.	Paid-up equity share capital (Face Value of Rs 10/- per equity share)	1,996.17	1,996.17	1,996.17	1,996.17	1,996.17
15.	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year				(10,008.14)	(7,409.51)
16.i	Earnings Per Share (before extraordinary items) (Rs.10/- each) (not annualised):					
	(a) Basic	9.27	(2.49)	2.10	(15.83)	(10.07)
	(b) Diluted	9.27	(2.49)	2.10	(15.83)	(10.07)
16.ii	Earnings Per Share (after extraordinary items) (Rs.10/- each) (not annualised):					
	(a) Basic	9.27	(2.49)	2.10	(15.83)	(10.07)
	(b) Diluted	9.27	(2.49)	2.10	(15.83)	(10.07)

See accompanying notes

V Ramesh

Segment wise revenue, results and capital employed for quarter and Year ended March 31, 2016

Sl. No.	Particulars	Quarter Ended			Year Ended	
		31/03/2016	31/12/2015	31/03/2015	31/03/2016	31/03/2015
		Audited	Un audited	Audited	Audited	
1	Segment Revenue :					
	(Net Sales / Income)					
	a) Sugar	9,753.41	8,363.64	3,123.18	29,885.20	20,638.49
	b) Co-generation	2,003.69	1,049.30	1,702.41	4,093.23	2,523.08
	Total	11,757.10	9,412.94	4,825.59	33,978.43	23,161.57
	Less : Inter Segment Revenue	2,517.94	1,412.69	2,345.98	5,197.94	3,460.59
	Net Sales/Income from Operations	9,239.16	8,000.25	2,479.61	28,780.49	19,700.98
2	Segment Results					
	a) Sugar	1,682.67	(293.40)	553.82	(1,954.13)	(22.65)
	b) Co-generation	685.57	201.82	345.07	882.35	115.10
	Total	2,368.24	(91.58)	898.89	(1,071.78)	92.45
	Less:					
	i) Interest and Finance Charges	375.11	266.89	368.43	1,526.85	1,666.43
	ii) Other Un-allocable Expenditure net off					
iii) Un-allocable income						
	Profit / (Loss) Before Tax	1,993.13	(358.47)	530.46	(2,598.63)	(1,573.98)
3	Capital Employed :					
	(Segment Assets - Segment Liabilities)					
	a) Sugar	5,712.22	329.43	8,987.84	5,712.22	8,987.84
	b) Co-generation	4,284.94	4,358.05	4,673.60	4,284.94	4,673.60
	Total	9,997.16	4,687.48	13,661.44	9,997.16	13,661.44

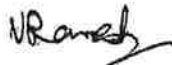
V.Ramesh



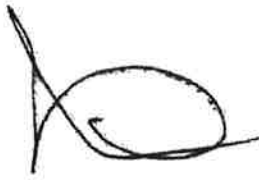
Statement of Assets and Liabilities for the year ended 31.03.2016		
Particulars	As at 31/03/2016 Audited	As at 31/03/2015 Audited
A. EQUITY AND LIABILITIES		
1. Shareholder's funds		
(a) Share Capital	11,552.08	8,052.08
(b) Reserves and Surplus	(10,008.14)	(7,409.51)
(c) Money received against share warrants		
Sub-total- Shareholder's funds	1,543.94	642.57
2. Share Application Money Pending Allotment	-	-
3. Non current liabilities		
(a) Long Term Borrowings	6,553.27	6,744.87
(b) Deferred Tax Liability (Net)	-	-
(c) Other long Term Liabilities	1,808.70	5,308.70
(d) Long Term Provisions	19.20	14.56
Sub-total- Non current liabilities	8,381.17	12,068.13
4. Current Liabilities		
(a) Short Term Borrowings	99.52	5,932.86
(b) Trade Payables	17,657.28	12,773.63
(c) Other Current Liabilities	3,626.45	2,782.18
(d) Short Term Provisions	49.25	38.78
Sub-total- Current liabilities	21,432.50	21,527.45
TOTAL - EQUITY AND LIABILITIES	31,357.61	34,238.15
B. ASSETS		
1. Non Current Assets		
(a) Fixed Assets	10,469.64	11,087.21
(b) Non Current Investments	-	-
(c) Deferred Tax Asset (Net)	-	-
(b) Long Term Loans & Advances	676.86	685.14
(c) Other Non-Current Assets	-	-
Sub-total- Non-current assets	11,146.50	11,772.35
2. Current Assets		
(a) Current Investments	1,406.88	5.00
(b) Inventories	12,276.24	16,867.43
(c) Trade Receivables	1,688.47	2,736.49
(d) Cash and cash equivalents	2,666.93	398.60
(e) Short-term loans & advances	2,097.10	2,397.88
(f) Other current assets	75.49	60.40
Sub-total- Current assets	20,211.11	22,465.80
TOTAL - ASSETS	31,357.61	34,238.15
NOTES:		
1. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on May 2, 2016 and have been audited by the Statutory auditors of the company		
2. During the quarter, the Company has allotted 3,50,00,000, 8% Cumulative Redeemable Preference shares of Rs. 10 each aggregating to Rs.35 crores to E.L.D Parry(India) Ltd.		
3. The figures for the quarter ended 31.03.2016 are the balancing figures between audited figures in respect of full financial year and unaudited published year to date figures upto the third quarter of the current financial year.		
4. Sugar being a seasonal industry, the performance of any quarter may not be representative of the annual performance of the Company.		
5. Figures for the previous periods have been regrouped, reclassified, restated wherever considered necessary.		
Date : May 2, 2016	By order of the Board <i>V.Ramesh</i>	
Place : Chennai	V.Ramesh Managing Director	

FORM A

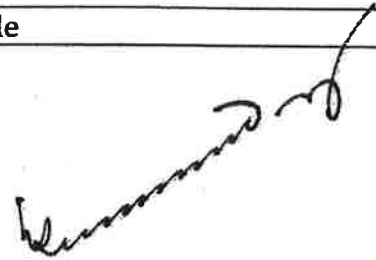
Sl. No.	Particulars	Details
1.	Name of the Company	Parrys Sugar Industries Limited
2.	Annual Financial Statements for the year ended	March 31, 2016
3.	Type of Audit observation	Un-modified
4.	Frequency of observation	Not applicable



V. Ramesh
Managing Director



V. Suri
Chief Financial Officer



K. Ramadoss
Audit Committee Chairman

For R.G.N. Price & Co.,
Chartered Accountants
Firm's Registration No: 002785S



Mahesh Krishnan
Partner
Membership No. 206520

Place: Chennai
Date: May 2, 2016



E.I.D. - Parry (India) Limited

Regd. Office : Dare House, 234, N.S.C. Bose Road, Parys Corner, Chennai 600 001, India
Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858
CIN : L24211TN1975PLC006989
Website : www.eidparry.com

Annexure - 8

April 15 , 2016

Bombay Stock Exchange Limited
Corporate Services Department
1st Floor, New Trading Ring, Rotunda Building,
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai - 400 001.

Dear Sir/ Madam,

Sub: Compliance with Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for quarter and financial year ended March, 2016

Pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report for the quarter and financial year ended March 31, 2016.

Thanking You,

Yours faithfully,
For **E.I.D. - Parry (India) Limited**

G. Jalaja
Company Secretary

Encl: a/a



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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **E.I.D.- PARRY (INDIA) LIMITED**

2. Quarter ending: **MARCH, 2016**

I. Composition of Board of Directors									
Title (Mr./ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation #	Tenure	No Directorship in listed entities including this listed entity (Refer Regulation 25(1) Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	A.VELLAVAN	PAN: AACPV2231L DIN: 00148891	Non Executive Independent Chairperson	30.07.2013	-	3	1	1	
Mr.	ANAND BHATIA	PAN: AACPB4801A DIN: 00148983	Non Executive Independent	30.07.2014	3 years	2	4	2	
Mr.	M B N RAO	PAN: AADPN0586D DIN: 00287260	Non Executive Independent	30.07.2014	5 years	4	5	1	
Mr.	V. RAVICHANDRAN	PAN: AAHPR2519L DIN: 00110086	Non-Executive Independent	04.08.2015	-	3	5	1	
Mr.	V. RAMESH	PAN : AACPV5818P DIN : 01412093	Executive	30.01.2014	-	2	2	Nil	
Mr.	V. MANICKAM	PAN: AAIPM5611P DIN: 00179715	Non Executive Independent	30.07.2014	5 years	4	2	Nil	
Dr.	RCA GODBOLE	PAN: AACPG9669D DIN: 07306268	Non Executive Independent	01.11.2015	5 months and 15 days	1	1	Nil	



\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	M B N RAO	CHAIRPERSON
	ANAND NARAIN BHATIA	INDEPENDENT
	V MANICKAM	INDEPENDENT
	RCA GODBOLE	INDEPENDENT
2. Nomination & Remuneration Committee	M B N RAO	CHAIRPERSON
	ANAND NARAIN BHATIA	INDEPENDENT
	V RAVICHANDRAN	NON EXECUTIVE
	RCA GODBOLE	INDEPENDENT
3. Risk Management Committee(if applicable) (Not Applicable)	M B N RAO	CHAIRPERSON
	V RAMESH	EXECUTIVE

4. Stakeholders Relationship Committee		
	ANAND NARAIN BHATIA	CHAIRPERSON
	V RAMESH	EXECUTIVE
	V RAVICHANDRAN	NON EXECUTIVE
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13.11.2015	01.02.2016	79
13.11.2015	28.03.2016	.



IV. Meeting of Committees			
Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
01.02.2016	Yes (all four members present at the meeting)	13.11.2015	79
28.03.2016	Yes (Three out of the four members were present at the meeting)	13.11.2015	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

IV. Meeting of Committees			
Nomination & Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Nil	NA	13.11.2015	-

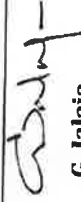
IV. Meeting of Committees			
Risk Management Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Nil	NA	NIL	-

IV. Meeting of Committees			
Stakeholders Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
01.02.2016	Yes (All three members present at the meeting)	13.11.2015	-



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note:	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee - Yes b. Nomination & remuneration committee- Yes c. Stakeholders relationship committee - Yes d. Risk management committee (applicable to the top 100 listed entities)- NA (The Company had constituted this committee voluntarily)	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes Any comments/observations/advice of Board of Directors may be mentioned here: Nil	



Name & Designation : 
G. Jalaja
Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable





II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence and/or eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable

Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
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Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name :
 Designation : G JALAJA
 Company Secretary



Annexure-9
Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the proposed Scheme of Amalgamation of Parrys Sugar Industries Limited with E.I.D.- Parry (India) Limited and their respective Shareholders.

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:

Sr. No.	Requirements as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Compliance Status (Yes / No)
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.	Complied with. NSE is chosen as the designated Stock Exchange.
Compliance as per Para I (A) (3) of Annexure I to the Circular		
2	Documents to be submitted:	
2.a	Draft Scheme of Amalgamation of Parrys Sugar Industries Limited with E.I.D.- Parry (India) Limited.	Yes. Annexure-2
2.b		
2.c	Valuation Report of M/s SSPA & Co., Chartered Accountants, Mumbai.	Yes. Annexure-3
2.d	Report from the Audit Committee recommending the Draft Scheme	Yes. Annexure-4
2.e	Fairness opinion from M/s Axis Capital Ltd., Merchant Banker	Yes. Annexure-5
2.f	Pre and post amalgamation shareholding pattern of unlisted company	Not Applicable
2.g	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Not Applicable
2.h	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes. Annexure-15
2.i	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Yes. Annexure - 8
2.j	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Shall be submitted within 7 days of the expiry of 21 days from the date of filing of the Draft Scheme with the Stock Exchanges.



Compliance as per Para I (A) (1) of Annexure I to the Circular		
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 or under Section 230-234 of the Companies Act, 2013	Not applicable.
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not applicable
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not applicable
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 (4) 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.	Not applicable
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 E.I.D.- Parry (India) Limited



G. Jalaja
Company Secretary

Encl: a/a



Deloitte Haskins & Sells

Chartered Accountants
ASV N Ramana Tower
52, Venkatnarayana Road
T Nagar, Chennai - 600 017
Tel : +91 (44) 6688 5000
Fax : +91 (44) 6688 5050

Certificate on Non-applicability of Para I (A) (9) (A) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 November 2015

1. In connection with the proposed "Scheme of Amalgamation" ("the Scheme") duly signed by the Company Secretary of the Company (attached as Annexure I to the Undertaking) under sections 391 to 394 of the Companies Act, 1956 of Parrys Sugar Industries Limited with E.I.D.-Parry (India) Limited ("the Company"), We, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), the Statutory Auditors of the Company having its Registered Office at "Dare House", 234, N.S.C Bose Road, Parrys Corner, Chennai-600 001 have examined the unaudited books of account, the Scheme and other relevant records and documents maintained by the Company in the usual course of its business for the purpose of certifying the accompanying "Undertaking in relation to non-applicability of requirements prescribed in Para 9 (A) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Circular") to the scheme of Amalgamation of E.I.D.-Parry (India) Limited" ("the Undertaking") duly stamped and initialed for identification. The Board of Directors of the Company have approved the Undertaking vide resolution dated May 10, 2016.
2. The Management of the Company is responsible for the preparation of the Undertaking and the maintenance of proper books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating the data and designing, implementing and monitoring of internal controls relevant for the preparation of the Undertaking that is free from material misstatement, whether due to fraud or error. Compliance with the applicable SEBI circular is also the responsibility of the Company's Management.
3. Our responsibility for the purpose of this certificate is limited to certifying the particulars contained in the Undertaking on the basis of the unaudited books of account, the Scheme and other relevant records and documents maintained by the Company and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificate for special purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India, which includes the concepts of test checks and materiality.
4. On the basis of our examination of the Scheme, audited books of account and other relevant records and documents as referred to in Paragraph 3 above and according to the information and explanations given to us by the Management of the Company, we certify that the undertaking provided by the Company that the Para I (A)(9)(A) of Annexure I of the SEBI Circular is not applicable to the Scheme for the reasons stated in the Undertaking, is in accordance with the books of account, the Scheme and other relevant records and documents maintained and provided to us by the Company.
5. This Certificate is issued at the request of the Management of the Company for submission to the BSE Limited, National Stock Exchange of India Limited and the Securities and Exchange Board of India in terms of Para I (A) (9) (A) of the Annexure I of SEBI Circular in connection with the Scheme and should not be used for any other purpose without our prior written consent.



CHENNAI, May 27, 2016

MKA/EID/Undertaking/001/2016-17

**For DELOITTE HASKINS & SELLS
CHARTERED ACCOUNTANTS
(Firm Regn. No : 008072S)**

M.K. Ananthanarayanan

M.K. ANANTHANARAYANAN
PARTNER
MEMBERSHIP No: 019521



E.I.D. - Parry (India) Limited

Regd. Office : Dare House, 234, N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eldparry.com

3. Requirement of Clause 9(a) (iii)

Where the parent listed Company, has acquired the equity shares of the subsidiary, by paying the consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group Subsidiary/(s) of Promoter/Promoter Group of the parent listed Company and if that subsidiary is being merged with the parent listed Company under the Scheme.

Reason for non applicability

E.I.D.- PARRY (INDIA) LIMITED has never acquired any shares of the subsidiary, Parrys Sugar Industries Limited from any of the Promoter/Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group Subsidiary/(s) of Promoter/Promoter Group

Hence, Clause 9(a)(iii) is not applicable

Thanking you,

Yours Faithfully,
For E.I.D.- PARRY (INDIA) LIMITED

G. Jalaja
COMPANY SECRETARY



Place : Chennai

Date : 10.05.2016





E.I.D. - Parry (India) Limited

Regd. Office : Dare House, 234, N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING
OF THE BOARD OF DIRECTORS OF E.I.D.- PARRY (INDIA) LIMITED HELD
ON MAY 28, 2016 (BM- 2/ 2016-17)**

**APPROVAL OF THE AUDITOR'S CERTIFICATE ON THE UNDERTAKING OF
THE COMPANY AS PER CIRCULAR No. CIR/ CFD/CMD/ 16/2015 DATED
NOVEMBER 30, 2015 OF THE SECURITIES AND EXCHANGE BOARD OF
INDIA (SEBI)**

RESOLVED THAT the undertaking with regard to non-applicability of the requirement as prescribed in Para 9 (a) of Securities and Exchange Board of India ("SEBI") Circular No. CIR/CFD/CMD/16/2015, dated 30 November 2015, as certified by the Auditors and placed on the table be and is hereby approved for submission to the Stock Exchanges.

// Certified True Copy//

For E.I.D.- Parry (India) Limited

**G.Jalaja
Company Secretary**



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ANNEXURE -11

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	E.I.D.- Parry (India) Limited	Parrys Sugar Industries Limited
Date of Incorporation & details of name changes, if any	22-09-1975 There was no change of name of the Company	30 th June, 1986 as Sree Sarada Ferro Alloys Ltd. The name of the Company was changed to GMR Vasavi Industries Ltd. on February 1, 1994 and to GMR Technologies & Industries Ltd. on April 12, 2000. The name was further changed to GMR Industries Limited on January 30, 2004 and thereafter on 15 th November 2010 to Parrys Sugar Industries Ltd.
Registered Office	Dare House, Parrys Corner, Chennai - 600 001	Venus Building, 3 rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru - 560 034
Brief particulars of the scheme	The Scheme of Amalgamation is between Parrys Sugar Industries Limited, having its registered office at Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru-560034 (the Transferor Company) and E.I.D.-Parry (India) Ltd., a Company incorporated under the Companies Act, 1956, having its Registered Office at Dare House, Parrys Corner, Chennai-600001 (Transferee Company) under Sections 391 to 394 of the Companies Act, 1956 with the appointed date of April 1, 2016.	
Rationale for the scheme	a)The consolidation of operations of the Transferor Company and the Transferee Company by way of amalgamation will lead to a more efficient utilization of capital, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth of the amalgamated entity with a wider presence in the sugar segment. The amalgamation would facilitate greater cohesiveness to gain market share through core market competencies which are hallmarks of the Transferee Company with increased brand and customer recognition. The amalgamation will result in administrative and operational rationalization and promote organizational efficiencies. It will prevent cost duplication that can erode financial efficiencies of	



	<p>the holding structure and the resultant operations will be more cost-efficient with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.</p> <p>b) The amalgamation would result in greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the competitive position of the combined entity.</p> <p>c) The amalgamation would result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value.</p> <p>d) The amalgamation would result in benefit of operational synergies to the combined entity in areas such as cane sourcing, harvesting and transportation, utilization of the molasses generated by the Transferee Company, product pricing and logistics in various areas, which can be put to the best advantage of the stakeholders.</p> <p>e) The amalgamation would result in greater leverage in operations planning and process optimization and enhanced flexibility in product sale, transfer of resources etc. Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, improved procurement, and the elimination of duplication, and rationalization of administrative expenses.</p> <p>f) The said amalgamation fits into the portfolio, growth and business strategies of the Transferee Company since the Transferor Company already have sugar manufacturing facilities in the state of Karnataka. As such there are various synergies between the businesses and operations of the Transferor Company and the Transferee Company.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	May 10, 2016	May 10, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	May 9, 2016	May 9, 2016



Appointed Date	April 1, 2016	April 1, 2016
Name of Exchanges where securities of the company are listed	BSE Ltd. National Stock Exchange of India Limited	BSE Ltd. National Stock Exchange of India Limited
Nature of Business	<p>E.I.D.- Parry (India) Limited (Transferee Company)</p> <p>E.I.D.- Parry (India) Limited is a well established company engaged in the business of manufacture and marketing of various types of sugar in the branded form having several integrated manufacturing facilities with distilleries and cogeneration of Power located in Karnataka, Andhra Pradesh and Tamilnadu. The Company also manufactures and markets various forms of Bio-Pesticides and Nutraceutical products. The Company also has a significant presence in Farm inputs business through its subsidiary Company. It also has interests in various other segments of business like sugar refinery, insecticides etc. through its subsidiaries.</p> <p>E.I.D.- Parry (India) Limited together with its subsidiaries has nine sugar factories having a capacity to crush around 39000 Tonnes of cane per day, generate 160 MW of power and four distilleries having a capacity of 230 KLPD. In the Bio Pesticides business, the Company offers a unique neem extract Azadirachtin, having a good demand in the developed countries' bio-pesticides markets. In</p>	<p>Parrys Sugar Industries Limited (Transferor Company)</p> <p>Parrys Sugar Industries Limited is a company engaged in the business of manufacture and marketing of sugar. It's manufacturing facility situated at Ramdurg in the State of Karnataka has a capacity to crush 4000 tonnes of cane per day and cogeneration capacity to generate 13MW of power.</p> <p>Parrys Sugar Industries Limited is a subsidiary of E.I.D.- Parry (India) Limited.</p>





	the Nutraceuticals business, it holds a strong position in the growing wellness segment mainly catering to the world markets with its organic products.	
Capital before the scheme	175814884	19961707 - Equity
No. of shares to be issued	1074861 Equity Shares	
Cancellation of shares on account of cross holding, if any	The equity and preference shares held by transferee company in the transferee company shall stand cancelled without any further acts, deeds or things.	NA
Capital after the scheme	176889745	Not applicable
Net Worth	(Rs. in Lakh) 1,15,413 97,531	(Rs. in Lakh) (15,897)
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	SSPA & CO. Chartered Accountants Firm Registration Number: 128851W	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Income Approach Market Price Approach	Income Approach Market Price Approach
Fair value per shares	Rs.256.05	Rs.38.99
Exchange ratio	2 (Two) equity shares of EID of INR 1 each fully paid up for every 13 (Thirteen) equity shares of PSIL of INR 10 each fully paid up.	
Name of Merchant Banker giving fairness opinion	M/s Axis Capital Ltd., Mumbai, Category I Merchant Banker	
Shareholding pattern	Enclosed - Pre shareholding Pattern of Transferor Company and Pre and Post Shareholding Pattern of Transferee Company	
Names of the Promoters	As per the List Enclosed	E.I.D.- Parry (India) Limited
Names of the Board of Directors	E.I.D. - Parry (India) Ltd. 1. Mr. A. Vellayan, Chairman (DIN: 00148891) 2. Mr. V .Ravichandran, Vice Chairman (DIN: 00110086) 3. Mr. V. Ramesh,	Parrys Sugar Industries Ltd. 1. Mr. C. R. Rajan, Chairman (DIN: '00111933) 2. Mr. V. Ramesh, Managing Director (DIN : 01412093) 3. Mr. K. Ramadoss (DIN





	Managing Director (DIN: 01412093) 4. Mr. Anand Narain Bhatia (DIN: 00148983) 5. Mr. V. Manickam (DIN: 00179715) 6. Mr. M.B.N. Rao (DIN: 00287260) 7. Dr. Rca Godbole (DIN: 03230018)	03230018) 4. Mr. V. Ravichandran (DIN: 00110086) 5. Mrs. Lalitha Balakrishnanan (DIN:02973332)
Details regarding change in management control if any	Nil	

For E.I.D.- Parry (India) Limited

G.Jalaja
Company Secretary



Names of the Promoters of E.I.D. - Parry (India) Limited, Transferee Company

S. No.	Name of the Promoter
1	Murugappa Holdings Limited
2	Ambadi Investments Private Limited
3	Ambadi Enterprises Ltd
4	S Vellayan
5	Arun Alagappan
6	Arun Venkatachalam
7	A Vellayan
8	M V Murugappan
9	A Venkatachalam
10	M A M Arunachalam
11	M V Subbiah
12	V Narayanan
13	V Arunachalam
14	M M Venkatachalam
15	M.M.Veerappan
16	M M Muthiah
17	M V Muthiah
18	M M Murugappan
19	M V Subramanian
21	M M Murugappan
23	M.A.Alagappan
24	M.A.Alagappan
25	M V Murugappan
26	M V Subbiah
27	Carborundum Universal Limited





G. BADRI NARAYANA & CO.,

Chartered Accountants

CERTIFICATE

Parrys Sugar Industries Limited is a listed subsidiary of E.I.D. - Parry (India) Limited. The Board of Directors of the Company had approved the scheme of amalgamation of Parrys Sugar Industries Limited with E.I.D. - Parry (India) Limited at its meeting held on 10th May, 2016.

We have verified the books of accounts and other records of **E.I.D. Parry (India) Limited** having its Registered Office at DARE HOUSE, 234, N.S.C. Bose Road, Parrys Corner, Chennai – 600 001, maintained in the normal course of business and based on the information and explanations given to us, we certify that:

- a. The Networth of the Company as at March 31, 2016, before the Scheme of Amalgamation (Merger) aggregates to **Rs.1,15,413 lakh** as detailed below:

Particulars	Amount (Rs. In Lakh)	Amount (Rs. In Lakh)
Paid-up Equity Share Capital (A)		1,758
Free Reserves (as per Sec. 2 of the Companies Act, 2013)		
a. General Reserve account	86,607	
b. Profit and Loss Account	27,048	
Total Free Reserves (B)		1,13,655
Total (A) + (B)		1,15,413

- b. The Networth of the Company as at April 01, 2016, after considering the Scheme of Amalgamation (Merger) aggregates to **Rs.97,531 lakh** as detailed below:

Particulars	Amount (Rs. In Lakh)	Amount (Rs. In Lakh)
Paid-up Equity Share Capital (A)		1,769
Free Reserves (as per Sec. 2 of the Companies Act, 2013)		
a. General Reserve account	88,159	
b. Profit and Loss Account	7,603	
Total Free Reserves (B)		95,762
Total (A) + (B)		97,531

This certificate is being issued for the purpose of filing of documents with Stock Exchanges in connection with the Scheme of Amalgamation (Merger) of Parrys Sugar Industries Limited with E.I.D. Parry (India) Limited effective 1st April 2016.



For G. Badrinarayana & Co
Chartered Accountants
Firm Regn. No. 010743S

Gattupalli Shruvan
Partner
Membership No.: 226441

Place: Chennai
Date: 23-5-16

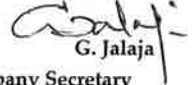
CAPITAL EVOLUTION - E.I.D.- PARRY (INDIA) LIMITED

S. No.	Date of Issue	No. of shares issued	ISSUE PRICE Rs.	Type of Issue	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
1	22.9.1975	63	10	Subscribers to the Memorandum of Association.	63	Yes
2	18.6.1976	62,81,106	10	Issued as fully paid to shareholders of EID Parry Limited in terms of Scheme of Arrangement and Amalgamation dated 3.2.1976 between EID Parry Ltd. and EID Parry (India) Limited.	62,81,169	Yes
3	22.01.1993	2,87,813	10	Financial Institutions of Murugappa Electronics Ltd. (MEL) as per Scheme of Amalgamation between MEL and EID.	65,68,982	Yes
4	22.03.1993	1,24,204	10	Shareholders of MEL as per Scheme of Amalgamation between MEL and EID.	66,93,186	Yes
5	15.10.1993	35,37,200	PCDs Rs.150 each Convertible Part A - Rs.10/- face value and Rs.60 Premium NCD - Rs.80	Rights issue of PCDs of Rs.150 each.	1,02,03,386	Yes
6	14.7.1994	47,67,581	US \$ 8.39 per GDR (Rs.10 at a premium of Rs.253.446)	Issue of Global Depository Receipts.	1,49,97,967	Yes
7	28.7.1994	4,00,000	Rs.151/-/(Rs.141/- premium)	400000 Warrants were issued with an option to exercise within 18 months of allotment to subscribe to 9 equity shares per warrant at a price of Rs.166 per share to Teeaye Investments Ltd. 3,26,000 shares and Santhanalakshmi Investments Limited 740000 shares (Promoters Preferential Offer)	1,53,97,967	Yes
8	23.1.1995	1,73,913	10	Issued as fully paid to the shareholders of Falcon Gulf Ceramics Limited (FGCL) as per the Scheme of Amalgamation between FGCL and EID.	1,55,71,880	Yes
9	9.8.1995	22,50,000	166	250000 Warrants were converted and 2250000 shares were allotted at a premium of Rs.156/- per share to Tube Investment of India Ltd.	1,78,21,880	Yes
10	30.08.2001	27823	10	Issued as fully paid to the shareholders of Pettavattalai Sugars & Chemicals Limited (PSCL) as per the Scheme of Amalgamation between PSCL and EID.	17849703	Yes
11	9.6.2005			89248515 Equity shares of the face value of Rs. 2/- each bearing distinctive numbers from 17849704 to 107098218 (both inclusive) issued to the shareholders of the Company in lieu of the existing 17849703 equity shares of Rs. 10/- each	89248515	Yes
12	15.12.2008 to 28.02.2009	3134701 (Reduction in Share Capital due to buy-back of shares)	141.18 (Average Price paid for buy-back)	Buy-back of Equity shares of face value of Rs.2/- each in terms of SEBI Regulations from Open Market.	86113814	Yes
13	From 01.04.2009 to 31.03.2010	244656	Various Price	Issue of ESOP Shares to employees	86358470	Yes
14	From 01.04.2010 to 22.11.2010	187688	Various Price	Issue of ESOP Shares to employees	86546158	Yes



S. No.	Date of Issue	No. of shares issued	ISSUE PRICE Rs.	Type of Issue	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
15	24.12.2010			173092316 Equity shares of the face value of Re. 1/- each bearing distinctive numbers from 1 to 173092316 (both inclusive) issued to the shareholders of the Company in lieu of the existing 86546158 equity shares of Rs.2/- each	173092316	Yes
16	From 25.12.2010 to 31.03.2011	105884	Various Price	Issue of ESOP Shares to employees	173198200	Yes
17	From 01.04.2011 to 31.03.2012	464276	Various Price	Issue of ESOP Shares to employees	173662476	Yes
18	From 01.04.2012 to 31.03.2013	2104388	Various Price (ESOP) & Re.1/- (shares issued as per Scheme of Arrangement)	2,65,810 towards Issue of ESOP Shares to employees and 1838578 shares towards Issue of fully paid up equity shares of shareholders of Parrys Sugar Industries Limited due to Scheme of Arrangement (Demerger) between Parrys Sugar Industries Limited and E.I.D.- Parry(India) Limited	175766864	Yes
19	From 01.04.2013 to 31.03.2014	48020	Various Price	Issue of ESOP Shares to employees	175814884	YES

For E.I.D.- Parry (India) Limited


G. Jalaja

Company Secretary

Date : 23.05.2016





Parrys Sugar Industries Limited

CIN : L28100KA1986PLC049077

Registered Office:

Venus Building, 3rd Floor

1/2 Kalyanamantapa Road, Jakkasandra, Koramangala
Bengaluru - 560 034, Karnataka, India

T : +91 80 49006666 F : +91 80 49006600

W : www.parrysugar.com Annexure - 12

PARRYS SUGAR INDUSTRIES LIMITED

Details of Capital evolution of the transferee/resulting and transferor/demerged companies:

Date of Issue	Number of Equity shares allotted	Issue price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No. of Shares)	Whether listed, if not listed, give reasons thereof
30-Jun-86	900	10	Subscription to Memorandum of Association - Incorporation	900	Yes
15-May-89	22,690	10	Preferential allotment-promoter/promoter group	23590	Yes
03-Jul-89	1,35,950	10	Preferential allotment-promoter/promoter group	159540	Yes
24-Nov-89	3,67,600	10	Preferential allotment-promoter/promoter group	527140	Yes
12-Dec-90	3,56,800	10	Preferential allotment-promoter/promoter group	883940	Yes
29-Jun-91	1,91,105	10	Preferential allotment-promoter/promoter group	1075045	Yes
31-Oct-91	1,45,755	10	Preferential allotment-promoter/promoter group	1220800	Yes
31-Oct-91	1,47,300	10		1368100	Yes
06-May-92	34,04,000	10	IPO	4772100	Yes Yes
03-Feb-95	90,61,200	10	Rights Issue	13833300	Yes Yes
17-Mar-00	87,88,857	10	Pursuant to amalgamation of Varalakshmi Sugars Limited with the Company	22622157	Yes
17-Mar-00	44,00,000	10	Conversion of unsecured loans of group/ associate companies into equity shares.	27022157	Yes
14-Aug-04	51,74,145	10	Pursuant to amalgamation of Varalakshmi International Limited with the Company	32196302	Yes
30-Jul-07	-1,22,34,595	10	Pursuant to scheme of demerger of Ferro Alloys Division into GMR Ferro Alloys & Industries Limited the share capital of the Company was restructured by way of reducing the paid up share capital of the Company from INR 321,963,020 to INR 199.617.070	19961707	Yes

For Parrys Sugar Industries Limited

V. Ramiah

Director



murugappa



E.I.D. - Parry (India) Limited

Regd. Office : Dare House, 234, N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.
Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858 **ANNEXURE -14**
CIN : L24211TN1975PLC006989
Website : www.eidparry.com

Annexure - 14

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.


Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation of Parrys Sugar Industries Limited with E.I.D.- Parry (India) Limited

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 and accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:
www.eidparry.com
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it. - *The company is not obligated to facilitate the e-voting and postal ballot to the shareholder since Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, is not applicable*
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the transferor company from the one given in the draft scheme of amalgamation.

For E.I.D.- Parry (India) Limited


G. Jalaja
Company Secretary



murugappa

Annexure - 15

Deloitte Haskins & Sells

Chartered Accountants
85V N Ramana Tower
52, Venkateswara Road
T. Nagar, Chennai - 600 017
Tel: +91 (44) 6688 5000
Fax: +91 (44) 6688 7070

Auditor's Certificate under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors,
E.L.D. - Parry (India) Limited
"Dare House"
234, N.S.C Bose Road,
Parrys Corner,
Chennai- 600001

We, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number- 008072S), the statutory auditors of E.L.D.- Parry (India) Limited, (hereinafter referred to as "the Company"), having its Registered Office at "Dare House", No. 234, NSC Bose Road, Parry's Corner, Chennai - 600001, have examined the proposed accounting treatment specified in Clause 8 of the Draft Scheme of Amalgamation of Parrys Sugar Industries Limited with E.L.D.- Parry (India) Limited in terms of the provisions of sections 391 to 394 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Company contained in Clause 8 of the Draft Scheme complies with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.



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**Deloitte
Haskins & Sells**

Based on our examination and according to the information and explanations given to us, we confirm that the proposed accounting treatment in the books of the Company contained in Clause 8 of the aforesaid Draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued there under and all the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India.

A certified copy of the Draft Scheme, duly authenticated on behalf of the Company, and a certified copy of the resolution of the Board of Directors of the Company approving the Draft Scheme are attached as Annexure I and II, respectively, to this Certificate, and are stamped by us only for the purposes of identification.

This Certificate is issued at the request of E.L.D.- Parry (India) Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Limited and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.



For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 008072S)

M.K. Ananthanarayanan

M.K. Ananthanarayanan
Partner
Membership No. 19521

CHENNAI, May 25, 2016

Ref: MKA/EID/MERGER/001/2016-17



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SCHEME OF AMALGAMATION

OF

PARRYS SUGAR INDUSTRIES LIMITED

WITH

E.I.D. - PARRY (INDIA) LIMITED

AND THEIR RESPECTIVE

SHAREHOLDERS

**SCHEME OF AMALGAMATION
OF
PARRYS SUGAR INDUSTRIES LIMITED
WITH
E.I.D PARRY (INDIA) LIMITED
AND THEIR RESPECTIVE SHAREHOLDERS
(Under sections 391 to 394 of the Companies Act, 1956)**

PREAMBLE

This Scheme of Amalgamation is to provide for the Amalgamation of Parrys Sugar Industries Limited (Transferor Company) with E.I.D.- PARRY (INDIA) LIMITED (Transferee Company) and their respective shareholders. The Scheme is made pursuant to the provisions of section 391 to 394 and other relevant provisions of the Companies Act, 1956.

I. BACKGROUND

- a) The Transferee Company is a well established company engaged in the business of manufacture and marketing of various types of sugar in the branded form having several integrated manufacturing facilities with distilleries and cogeneration of Power located in Karnataka, Andhra Pradesh and Tamilnadu. The Company also manufactures and markets various forms of Bio-Pesticides and Nutraceutical products. The Transferee Company also has interests in various other segments of business like sugar refinery, fertilizer, insecticides etc. through its subsidiaries. The equity shares of the Transferee Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.



For E.I.D. PARRY (INDIA) LTD,


G. JALAJA
Company Secretary.

- b) The Transferor Company is a company engaged in the business of manufacture and marketing of sugar having its manufacturing facilities with cogeneration of Power located in Ramdurg, Karnataka. The equity shares of the Transferor Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
- c) The Transferor Company is a subsidiary of the Transferee Company. The Transferee Company presently holds 1,29,75,110 Equity Shares constituting 65% of the total Issued, Subscribed and Paid up Equity Share Capital and 100% of the Preference Share Capital of the Transferor Company.

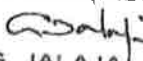
II. RATIONALE

The amalgamation of the Transferor Company with the Transferee Company would *inter alia* have the following benefits:

- a) The consolidation of operations of the Transferor Company and the Transferee Company by way of amalgamation will lead to a more efficient utilization of capital, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth of the amalgamated entity with a wider presence in the sugar segment. The amalgamation would facilitate greater cohesiveness to gain market share through core market competencies which are hallmarks of the Transferee Company with increased brand and customer recognition. The amalgamation will result in administrative and operational rationalization and promote organizational efficiencies. It will prevent cost duplication that can erode financial efficiencies of the holding structure and the resultant



For E.I.D. PARRY (INDIA) LTD,


G. JALAJA
Company Secretary

operations will be more cost-efficient with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.

- b) The amalgamation would result in greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the competitive position of the combined entity.
- c) The amalgamation would result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value.
- d) The amalgamation would result in benefit of operational synergies to the combined entity in areas such as cane sourcing, harvesting and transportation, utilization of the molasses generated by the Transferee Company, product pricing and logistics in various areas, which can be put to the best advantage of the stakeholders.
- e) The amalgamation would result in greater leverage in operations planning and process optimization and enhanced flexibility in product sale, transfer of resources etc. Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, improved procurement, and the elimination of duplication, and rationalization of administrative expenses.
- f) The said amalgamation fits into the portfolio, growth and business strategies of the Transferee Company since the Transferor Company already have sugar



For E.I.D. PARRY (INDIA) LTD,


G. JALAJA
Company Secretary.

manufacturing facilities in the state of Karnataka. As such there are various synergies between the businesses and operations of the Transferor Company and the Transferee Company.

In view of the aforesaid, the Board of Directors of the Transferor Company as well as the Board of Directors of the Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of Transferor Company with Transferee Company in order to benefit the stakeholders of both companies. Accordingly, the Board of Directors of both the companies have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the Transferor Company with and into the Transferee Company pursuant to the provisions of Section 391 to Section 394 and other relevant provisions of the Companies Act, 1956.

III. Parts of the Scheme

The Scheme is divided into following parts:

- (i) Part A - dealing with definitions of the terms used in this Scheme and sets out the share capital of the Transferor Company and the Transferee Company;
- (ii) Part B - dealing with the transfer and vesting of the undertaking of the Transferor Companies with the Transferee Company;
- (iii) Part C - dealing with the accounting treatment for the amalgamation in the books of the Transferee Company; and with the dissolution of the Transferor Company and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.



For E.I.D. PARRY (INDIA) LTD.


G. JALAJA
Company Secretary.

PART - A
DEFINITIONS AND SHARE CAPITAL

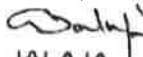
1. DEFINITIONS

In this Scheme, unless repugnant to or inconsistent with the context thereof, the following expressions shall have the following meanings:

- 1.1. "Act" means the Companies Act, 1956 or the Companies Act, 2013 as in force from time to time. As on the date of approval of this Scheme by the Boards of Directors of the Transferor Company and the Transferee Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956. Upon such provisions standing re-enacted by enforcement of provisions of the Companies Act, 2013, such references shall, unless a different intention appears, be construed as references to the provisions so re-enacted;
- 1.2. "Appointed Date" means April 1, 2016 or such other date as may be approved by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras;
- 1.3. "Assets" shall have the meaning assigned to it in Clause 3.1 of this Scheme;
- 1.4. "Board of Directors" or "Board" means the board of directors of the Transferor Company or Transferee Company, as the case may be, and shall include a duly constituted committee thereof;



For E.I.D. PARRY (INDIA) LTD,


G. JALAJA
Company Secretary.

- 1.5. **"Effective Date"** means the last of the dates specified in Clause 17 of this Scheme. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme becoming effective" or "upon the Scheme coming into effect" shall mean the Effective Date;
- 1.6. **"Equity Share(s)"** means equity shares of the Transferor Company or Transferee Company, as the case may be;
- 1.7. **"Record Date"** means the date to be fixed by the Board of Directors of the Transferee Company for the purpose of issue of new equity shares of the Transferee Company to the shareholders of the Transferor Company in terms of this Scheme;
- 1.8. **"Scheme" or "the Scheme" or "this Scheme" or "Scheme of Amalgamation"** means this scheme of amalgamation in its present form or with any modification(s) approved or directed by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras pursuant to the provisions of Sections 391 to 394 of the Act;
- 1.9. **"Share Exchange Ratio"** shall have the meaning ascribed to it in Clause 11.1 of this Scheme;
- 1.10. **"Transferee Company"** means E.I.D.- Parry (India) Limited, a company incorporated under the provisions of the Companies Act,1956 having its registered office at Dare House, Parrys Corner, Chennai-600001 .



For E.I.D. PARRY (INDIA) LTD,


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- 1.11. "Transferor Company" means Parrys Sugar Industries Limited, a company incorporated under the provisions of the Companies Act,1956 having its registered office at Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru-560034;
- 1.12. "Undertaking of the Transferor Company" means and includes all the properties, Assets, rights and powers of the Transferor Company; and all the debts, liabilities, duties and obligations of the Transferor Company.
- 1.13. Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

2. **CAPITAL STRUCTURE**

- 2.1. The authorized, issued, subscribed and paid up share capital of the Transferor Company as on 31.3.2016 is as under:

Particulars	Amount (In Rs)
AUTHORIZED SHARE CAPITAL	
2,19,00,000 Equity Shares of face value of Rs.10/- each	21,90,00,000/-
2,10,00,000 8% Redeemable Non Cumulative Preference Shares of face value of Rs.11/- each	23,10,00,000/-
13,00,00,000 8% Redeemable Cumulative Preference Shares of face value of Rs.10/- each	130,00,00,000/-
Total	175,00,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	
1,99,61,707 Equity Shares of Rs.10/- each fully paid up	19,96,17,070/-



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23,26,420, 8% Redeemable Non Cumulative Preference Shares of Rs.11/- each	2,55,90,620/-
15000000 8% Redeemable Cumulative Preference shares of Rs.10/- each	15,00,00,000/-
30000000 8% Redeemable Cumulative Preference Shares of Rs.10/- each	30,00,00,000/-
13000000 8% Redeemable Cumulative Preference Shares of Rs.10/- each	13,00,00,000/-
35000000, 8% Redeemable Cumulative Preference Shares of Rs.10/- each	35,00,00,000/-
TOTAL	115,52,07,690/-

- 2.2. The authorized, issued, subscribed and paid up share capital of the Transferee Company as on 31.3.2016 is as under:

AUTHORIZED SHARE CAPITAL	Amount (In Rs)
2,12,50,00,000 Equity Shares of Re. 1/- each	212,50,00,000/-
50,00,000 Redeemable Preference Shares of Rs.100/- each	50,00,00,000/-
Total	262,50,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	Amount (In Rs)
17,58,14,884 Equity Shares of Re.1/- each	17,58,14,884/-



For E.I.D. PARRY (INDIA) LTD,

G. JALAJA
G. JALAJA
Company Secretary.

PART - B

**TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR
COMPANY WITH THE TRANSFEREE COMPANY**

3. AMALGAMATION OF TRANSFEROR COMPANY

- 3.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, the whole of the Undertaking of the Transferor Company, including all properties, whether movable or immovable, freehold or leasehold, (the leasehold sugar plant at Ramdurg), real or personal, corporal or incorporeal, material or intellectual, present, future or contingent, including but without being limited to all assets, lands, buildings, plant and machinery, furniture and fittings, other fixed assets, current assets, receivables (whether in Indian Rupee or foreign currency), credits, investments, reserves, provisions, funds, and all utilities including electricity, telephones, facsimile connections, installations and utilities, benefits or agreements and arrangements, powers, authorities, allotments, approvals, authorizations, tenancies in relation to the offices and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, trade and service names and marks, patents, copyrights and other intellectual property rights of any nature whatsoever, registrations, consents, privileges, liberties, and all the rights, title, interest, benefits, licenses (industrial or otherwise), municipal permissions, registrations, incentives, rebates, benefits and concessions to which the Transferor Company is entitled to in terms of the various statutes and/or schemes of the Union and State Governments including under the Essential Commodities Act, Sugarcane Control Order 1966, Sugar Development Fund Act, 1982, Excise Act, Sales Tax



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Act and Wealth Tax Act and benefit of carry forward and set off of accumulated loss, allowance of unabsorbed depreciation, minimum alternate tax credit entitlement, sale tax benefit concessions and other benefits and credits to which the Transferor Company is entitled under Income-tax Act and advantages of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company (hereinafter referred to as "Assets") and all secured and unsecured debts (whether undertaken in Indian Rupee or foreign currency) outstandings, liabilities (including contingent liabilities), duties and obligations shall be transferred to and vest in the Transferee Company so as to become on and from the Appointed Date the undertaking of the Transferee Company without any further act, instrument or deed.

- 3.2. Notwithstanding what is stated in Clause 3.1 above, it is expressly provided that such of the Assets of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall be so transferred by the Transferor Company to the Transferee Company without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company to the end and intent that the ownership and property therein passes to the Transferee Company on such handing over. In terms of this Scheme such transfer shall be effective from the Appointed Date.
- 3.3. In respect of such of the Assets belonging to the Transferor Company other than those referred to in sub-clause 3.1 above, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and / or be deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of section 394(2) of the Act.




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- 3.4. In relation to those Assets belonging to the Transferor Company, which require separate documents of transfer, if any, the parties will execute the necessary documents, if and when required.
- 3.5. The transfer and vesting of all the Assets of the Transferor Company, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the Assets or any part thereof, provided however that such charges, mortgages and/or encumbrances shall be confined only to the relative Assets of the Transferor Company or part thereof on or over which they are subsisting on transfer to and vesting of such Assets in the Transferee Company and no such charges, mortgages, and/or encumbrances shall be enlarged or extend over or apply to any other asset(s) of the Transferee Company. Any reference in any security documents or arrangements (to which the Transferor Company is a party) to any Assets of the Transferor Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company and the Transferee Company shall not be obliged to create any further or additional security. Similarly, the Transferee Company shall not be required to create any additional security over Assets of the Transferor Company vested in the Transferee Company under this Scheme for any loans, debentures, deposits or other financial assistance already availed by it and/or committed to be availed by it prior to the amalgamation and the charges, mortgages, and/or encumbrances in respect thereof shall not extend or be deemed to extend or apply to the Assets of the Transferor Company, as the case may be, vested in the Transferee Company under this Scheme.



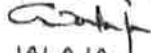
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- 3.6. Upon the coming into effect of this Scheme and on and from the Appointed Date, all debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also be transferred to and be deemed to stand transferred to the Transferee Company without any further act, instrument or deed so as to become the debts, liabilities, duties and obligations of the Transferee Company pursuant to the provisions of section 394(2) of the Act. In respect of the debts, liabilities, duties and obligations of the Transferor Company, it is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen (though the Transferee Company may, if it deems appropriate, give notice to the creditors that the debts stand transferred to and assumed by the Transferee Company).
- 3.7. For the removal of doubts, it is clarified that to the extent that there are inter-company loans, deposits, obligations, balances or other outstandings as between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.
- 3.8. The Transferee Company may at any time after the coming into effect of the Scheme, if so required under the provisions of any law for the time being in force or otherwise at its discretion, execute deeds of confirmation, in favour of secured creditors of the Transferor Company or in favour of any other party as directed by the Transferor Company with regard to any contract or



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arrangement to which the Transferor Company is a party or any other writings that may be necessary to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such confirmation in writing on behalf of the Transferor Company and to implement or carry out all such formalities or compliance referred to above on behalf of the Transferor Company.

- 3.9. The provisions of this Scheme as they relate to the amalgamation of the Transferor Company with the Transferee Company, have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent deemed necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

4. **LEGAL PROCEEDINGS**

If any suits, actions and proceedings of whatsoever nature (hereinafter referred to as the "Proceedings") by or against the Transferor Company are pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme, but the Proceedings may be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the



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same extent as the same would or might have been continued and enforced by or against the Transferor Company, in the absence of the Scheme.

5. CONTRACTS AND DEEDS


- 5.1. All contracts, deeds, bonds, agreements, arrangements, incentives, licenses, permits, consents, registrations, engagements, sales tax deferrals and benefits exemptions, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges and other instruments of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which have not lapsed and are subsisting on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto.
- 5.2. The Transferee Company shall, if and to the extent required by law, enter into and/or issue and/or execute deeds, writings or confirmations, to give formal effect to the provisions of this Clause and to the extent that the Transferor Company is required prior to the Effective Date to join in such deeds, writings or confirmations, the Transferee Company shall be entitled to act for and on behalf of and in the name of the Transferor Company.

6. SAVING OF CONCLUDED TRANSACTIONS

- 6.1. The transfer of the Assets and Liabilities of the Transferor Company under Clause 3 above, the continuance of the Proceedings under Clause 4 above and the effectiveness of contracts, deeds, permits and consents under Clause 5 above, shall not affect any transaction or the Proceedings already concluded



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by the Transferor Company on or before the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf.

7. **EMPLOYEES**

- 7.1. All the employees of the Transferor Company in service on the Effective Date shall, on and from the Effective Date, become the employees of the Transferee Company on the same terms and conditions on which they were employed on the Effective Date without treating it as a break, discontinuance or interruption in service on the said date. Accordingly the services of such employees for the purpose of the said Funds (as defined herein) or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company.
- 7.2. With regard to provident fund and gratuity fund or any other special funds or schemes created or existing for the benefit of such employees of the Transferor Company (hereinafter referred to as the "said Funds"), upon the Scheme becoming effective, Transferee Company shall stand substituted for the Transferor Company in relation to the obligations to make contributions to the said Funds in accordance with the provisions thereof in the respective trust deeds or other documents. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to the said Funds shall become those of the Transferee Company. The dues of the employees of the Transferor Company relating to the said Funds shall be continued to be deposited therein accordingly.



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Company Secretary.

PART C

**GENERAL TERMS AND CONDITIONS APPLICABLE TO THE TRANSFEROR
COMPANY AND THE TRANSFEREE COMPANY**

8. ACCOUNTING TREATMENT

- 8.1. The amalgamation shall be accounted for in the books of account of the Transferee Company according to the "Pooling of Interests Method" of accounting as per the Accounting Standard (AS) 14, 'Accounting for Amalgamations' issued by the Institute of Chartered Accountants of India or as per Ind AS 103, 'Business Combinations' notified under section 133 of the Companies Act, 2013.
- 8.2. On and from the Appointed Date and subject to the provisions hereof, all assets, liabilities and reserves, of the Transferor Company, shall be recorded in the books of account of the Transferee Company at their existing carrying amounts and in the same form, including the debit balance in Profit and Loss Account of the Transferor Company as debit balance in Profit and Loss Account of the Transferee Company. Any excess/deficit amount after such transfer, issue of new Equity Shares by the Transferee Company as mentioned in Clause 11 and the cancellation of equity share capital as mentioned in Clause 12 against the value of investment of the Transferee Company in Transferor Company shall be adjusted in the Capital Reserves of the Transferee Company.



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- 8.3. The 23,26,420, 8% Redeemable Preference Shares of Rs.11/- each and the 9,30,00,000 8% Redeemable Preference Shares of Rs.10/- each held by the Transferee Company in the Transferor Company shall stand cancelled.
- 8.4. All costs and expenses incurred as per Clause 19 below as well as other costs incidental with the finalization of this Scheme and to put it into operation and any other expenses or charges attributable to the implementation of the above Scheme, shall be charged to Profit and Loss Account with exception of the following cost and expenses, which will be accounted in the books of Transferee Company as under:
- Stamp duty payable, if any, on the basis of value of immovable properties of the Transferor Company transferred to the Transferee Company shall be capitalized in books of the Transferee Company with the said fixed assets in accordance with Accounting Standard - 10 "Accounting of Fixed Assets" or Ind AS - 16 "Property, Plant and Equipment".
- 8.5. In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in accordance with Accounting Standard (AS) 5 'Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies' or Ind AS - 8 "Accounting Policies, Changes in Accounting Estimates and Errors", in the books of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.



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Company Secretary.

8.6. Upon coming into effect of this Scheme, to the extent that there are inter-company loans, advances, deposits, balances or other obligations as between the Transferor Company and the Transferee Company, the obligation in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Transferee Company.

9. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

9.1. With effect from the Appointed Date and up to and including the Effective Date:

9.1.1 The Transferor Company shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have been held and stood possessed of and shall hold and stand possessed of all of the Assets of the Transferor Company for and on account of, and in trust for, the Transferee Company. The Transferor Company hereby undertakes to hold the said Assets with utmost prudence until the Effective Date.

9.1.2 All the profits or income, taxes (including advance tax and tax deducted at source) or any costs, charges, expenditure accruing to the Transferor Company or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the profits, taxes, incomes, costs, charges, expenditure or losses of the Transferee Company, as the case may be.

9.2. On and after the Appointed Date and until the Effective Date, the Transferor Company shall not without the prior written approval of the Board of Directors of the Transferee Company undertake (i) any material decision in relation to their businesses and affairs and operations (ii) any agreement or



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transaction (other than an agreement or transaction in the ordinary course of business) (iii) any new business, or discontinue any existing business or change the installed capacity of facilities.

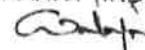
- 9.3. With effect from the date of the Board meeting of the Transferee Company approving the Scheme and upto and including the Effective Date, the Transferor Company shall carry on its business and activities with reasonable diligence, prudence and in the same manner as carried on before and shall not (without the prior written consent of the Transferee Company) undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments or sell, transfer, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking of the Transferor Company or any part thereof except in the ordinary course of business, or pursuant to any pre-existing obligation(s) undertaken by the Transferor Company.
- 9.4. Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

10. DIVIDENDS

- 10.1 The Transferor Company and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date. The dividend, if any, shall be declared by the Transferor Company only with the prior written consent of the Board of Directors of the Transferee Company



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and in accordance with the applicable laws. The new Equity shares to be issued and allotted by the Transferee Company as per Clause 11 below shall be entitled to Dividend, if any, which may be declared after the effective date by the Transferee Company.

- 10.2 Subject to the provisions of the Scheme, the profits of the Transferor Company, for the period beginning from the Appointed Date, shall belong to and be the profits of the Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit.
- 10.1. Until the coming into effect of this Scheme, the holders of equity shares of the Transferor Company and the Transferee Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing respective rights under their respective Articles of Association.
- 10.2. It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Transferor Company and the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Company and the Transferee Company, respectively.



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Company Secretary.

11. ISSUE OF SHARES BY THE TRANSFEREE COMPANY

- 11.1. Upon the Scheme coming into effect, and without any further application, act or deed, the Transferee Company shall, in consideration of the amalgamation of the Transferor Company with the Transferee Company, issue and allot to every Equity Shareholder of the Transferor Company other than the Transferee Company holding fully paid-up Equity Shares in the Transferor Company and whose names appear in the register of members of the Transferor Company on the Record Date, 2 (Two) Equity Shares of Re. 1 /- each in the Transferee Company credited as fully paid-up with rights attached thereto as hereinafter mentioned (hereinafter referred to as the "New Equity Shares") for every 13 (Thirteen) Equity Share of Rs.10/- each fully paid-up held by such member in the capital of the Transferor Company ("Share Exchange Ratio").
- 11.2. In respect of the Equity Shares in the Transferor Company already held in dematerialized form, the New Equity Shares to be issued by the Transferee Company in lieu thereof shall also be issued in dematerialized form with the New Equity Shares being credited to the existing depository accounts of the members of the Transferor Company entitled thereto. Members of the Transferor Company desirous of receiving the New Equity Shares in the Transferee Company in dematerialized form should have their shareholding in the Transferor Company dematerialized on or before the Record Date.
- 11.3. Pursuant to the Scheme, the shares of the Transferor Company held by its Equity Shareholders (both in physical and dematerialized form), shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled. The said Equity Shares of Transferor Company held in physical form shall be deemed to have been automatically cancelled



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without any requirement to surrender the certificates for shares held by the shareholders of the Transferor Company. The Transferee Company shall take such corporate actions in relation to the Equity Shares of the Transferor Company held in dematerialized form, as may be necessary.

- 11.4. No fractional share shall be issued by the Transferee Company in respect of the fractional entitlements, if any, to which the Equity Shareholders of the Transferor Company may be entitled on issue and allotment of New Equity Shares in the Transferee Company as above. The Board of Directors of the Transferee Company shall consolidate all such fractional entitlements and thereupon issue and allot New Equity Shares in lieu thereof to any director or officer of the Transferee Company appointed for the purpose who shall hold the New Equity Shares in trust for and on behalf of the members entitled to such fractional entitlements with the express understanding that such director shall sell the same at such time or times and at such price or prices to such person or persons, as it deems fit. The said director shall distribute such net sale proceeds to the members in the same proportion as their respective fractional entitlements bear to the consolidated fractional entitlements. The director shall be appointed by the Board of Directors of the Transferee Company.
- 11.5. The New Equity Shares in the Transferee Company to be issued to the members of the Transferor Company shall be subject to the Memorandum and Articles of Association of the Transferee Company and the New Equity Shares so issued shall rank *pari passu* in all respects with the existing Equity Shares in the Transferee Company.



For E.I.D. PARRY (INDIA) LTD,


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Company Secretary.

11.6. The New Equity Shares of the Transferee Company issued in terms of the Scheme shall, subject to applicable regulations, be listed and/or admitted to trading on the relevant stock exchange(s) where the existing Equity Shares of the Transferee Company are listed and/or admitted to trading.

11.7. For issue and allotment of the New Equity Shares to the non-resident members of the Transferor Company, the Transferee Company shall, apply for and obtain approvals, if and to the extent required, under the Foreign Exchange Management Act, 1999. It is clarified that the issuance of shares to other shareholders of the Transferor Company shall not be subject to receipt of any such approvals by the Transferor Company and/or the Transferee Company.

12. NO ALLOTMENT OF SHARES TO THE TRANSFEREE COMPANY

12.1 Upon the Scheme coming into effect, as a consequence of the Amalgamation of the Transferor Company with the Transferee Company, all the Equity Shares and Preference Shares which the Transferee Company holds in the Transferor Company (either directly or through nominees) shall stand cancelled without any issue or allotment of New Equity Shares or payment whatsoever by the Transferee Company in lieu of such Equity Shares and Preference Shares of the Transferor Company.

13. DISSOLUTION OF THE TRANSFEROR COMPANY

Subject to an order being made by the Court under Section 394 of the Act, the Transferor Company shall be dissolved without the process of winding up on



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the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

14. AUTHORISED SHARE CAPITAL

14.1. Upon the Scheme becoming effective, the authorised share capital of the Transferor Companies shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Companies on their authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised Share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.

14.2. Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 94 and 394 and other applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

"The Authorised Share Capital of the company is Rs. 437,50,00,000/- (Rupees Four Hundred and Thirty Seven Crores Fifty Lakhs Only) divided into

(i) 234,40,00,000 Equity Shares of Re. 1/- each and

(ii) 203,10,000 - Redeemable Preference Shares of Rs. 100/- each

with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privilege or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or



For E.I.D. PARRY (INDIA) LTD,

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G. JALAJA
Company Secretary.

abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.."

- 14.3. Clause 4(1) of the Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 94 and 394 and other applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

The Authorized Share Capital of the Company is Rs. 437,50,00,000/- (Rupees Four Hundred and Thirty Seven Crores Fifty Lakhs Only) divided into 234,40,00,000 Equity Shares of Re. 1/- each and 2,03,10,000 Redeemable Preference Shares of Rs. 100/- each.

- 14.4. The approval of this Scheme by the shareholders of the Transferee Company under sections 391 and 394 of the Act, whether at a meeting or otherwise, shall be deemed to have the approval under the applicable provisions of the Act and any other consents and approvals required in this regard.

15. APPLICATIONS

The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make necessary applications to the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature of Madras respectively, for sanctioning this Scheme pursuant to sections 391 to 394 and other applicable provisions of the Act and for an order or orders for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up. The Transferor Company and the Transferee Company shall also apply for such other approvals as may be necessary in law, if any, for bringing any provisions of this Scheme into effect. Further, the



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Transferor Company and the Transferee Company shall be entitled to take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

16. MODIFICATIONS/ AMENDMENTS TO THE SCHEME

- 16.1. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, may consent to any modifications/ amendments to the Scheme or to any conditions or limitations that the Court or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them for any reason whatsoever, including due to change in law. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to give effect to the Scheme or resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- 16.2. For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate(s) of the Transferor Company and the Transferee Company are authorized to determine to take all such steps and give all such directions as are necessary including directions dealing with the approvals required to be taken and directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on the



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Transferor Company and the Transferee Company, in the same manner as if the same were specifically incorporated in this Scheme.

17. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS AND EFFECTIVE DATE OF SCHEME

17.1. The Scheme is conditional upon and subject to:

17.1.1 The sanction or approval under any law of the Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.

17.1.2 Approval of the Scheme by the requisite majority of the respective members and such class of persons of the Transferor Company and the Transferee Company as may be directed by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras pursuant to the provisions of Section 391(1) of the Act and the provisions of Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 (as amended from time to time) to the extent considered applicable.

17.1.3 The Scheme being sanctioned pursuant to Section 391 to 394 of the Act by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras on the applications/petitions of the Transferor Company and the Transferee Company respectively and orders being passed pursuant to Section 394 of the Act by the said Hon'ble High Courts for



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transfer of the Undertaking of the Transferor Company to the Transferee Company and other matters as provided under the said provisions of the Act.

17.1.4 Receipt of such other approvals for the carrying on of the Undertaking by the Transferee Company, as identified by the boards of directors of the Transferee company and Transferor Company (or authorised committees thereof).

17.2. This Scheme, although to come into operation from the Appointed Date, shall not become effective until the later of the following dates, namely:

17.2.1 The last of the dates on which the last of the aforesaid consents, approvals, resolutions and orders as mentioned in Clause 17.1 shall be obtained or passed; or

17.2.2 The last of the dates on which all necessary certified copies of orders of the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras sanctioning the Scheme pursuant to sections 391 and 394 of the Act shall be duly filed with the appropriate Registrar of Companies.

The last of such dates shall be the "Effective Date" for the purpose of this Scheme.

17.3 It is clarified that on the approval of the Scheme by the requisite majority of members of the Transferor Company and the Transferee Company pursuant to Section 391(1) of the Act as aforesaid, it shall be deemed that the said members have also resolved and accorded all relevant consents under any other provisions of the Act to the extent the same may be considered



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applicable. It is further clarified that there will be no need to pass any separate shareholders' resolution(s) under such other provisions of the Act. Without prejudice to the generality of the foregoing, such single window approval of the shareholders pursuant to Section 391(1) of the Act shall, include approvals under Sections 62, 52 of the Companies Act, 2013, 100 of the Companies Act, 1956 and 11 of the Companies Act, 2013 to the extent considered applicable.

18. **POST SCHEME CONDUCT OF OPERATIONS**

Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all Bank Accounts of the Transferor Company and realise all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally accepted by the Transferor Company and the Transferee Company concerned. Pursuant to the Scheme becoming effective the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961 (including for minimum alternate tax purposes and tax benefits), service tax law and other tax laws, and to claim refunds and/or credits for Taxes paid (including minimum alternate tax), and to claim tax benefits under the said tax laws, and for matters incidental thereto, if required to give effect to the provisions of this Scheme.



For E.I.D. PARRY (INDIA) LTD,


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19. COSTS

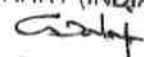
All costs, charges and expenses including stamp duty and registration fee, if any, of any deed, document, instrument or Court's order, including this Scheme, or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company, unless otherwise agreed between the Transferor Company and the Transferee Company.

20. REVOCAION OF THE SCHEME

In the event of any of the said sanctions and approvals referred to in Clause 19 above not being obtained and/ or complied with and/ or satisfied and/ or this Scheme not being sanctioned by the Hon'ble High Court of Karnataka at Bengaluru and the Hon'ble High Court of Judicature at Madras and/ or order or orders not being passed as aforesaid before March 31, 2017 or such other date as may be mutually agreed upon by the respective Board of Directors of the Transferor Company and the Transferee Company who are hereby empowered and authorized to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s), this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be



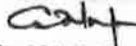
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Company Secretary.

preserved or worked out in accordance with the applicable law and in such case, each company shall bear its own costs unless otherwise mutually agreed. Further, the board of directors of the Transferor Company and the Transferee Company shall be entitled to withdraw the Scheme with the same consequences, as aforesaid if such boards are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the certified copies of the orders sanctioning the Scheme with any authority could have adverse implication on both/ any of the companies.



For E.I.D. PARRY (INDIA) LTD,


G. JALAJA
Company Secretary.

**E.I.D. - Parry (India) Limited**

Regd. Office : Dare House, 234, N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

LIST OF DIRECTORS OF E.I.D.- PARRY (INDIA LIMITED)

S. No	Name	Designation	DIN No.
1.	Mr. A. Vellayan	Chairman	00148891
2.	Mr. V Ravichandran	Vice Chairman	00110086
3.	Mr.V.Ramesh	Managing Director	01412093
4.	Mr. Anand Narain Bhatia	Director	00148983
5.	Mr. M.B.N. Rao	Director	00287260
6.	Mr. V Manickam	Director	00179715
7.	Dr. Rca Godbole	Director	07306268

// Certified True Copy //**For E.I.D.- PARRY (INDIA) LIMITED****V. RAMESH
MANAGING DIRECTOR**



Parrys Sugar Industries Limited

CIN : L28100KA1986PLC049077

Registered Office:

Venus Building, 3rd Floor

1/2 Kalyanamantapa Road, Jakkasandra, Koramangala
Bengaluru - 560 034, Karnataka, India

T : +91 80 49006666 F : +91 80 49006600

W : www.parrysugar.com

LIST OF DIRECTORS OF PARRYS SUGAR INDUSTRIES LIMITED

S. No	Name	Designation	DIN No.
1.	Mr. C R Rajan	Chairman	00111933
2.	Mr. V. Ramesh	Managing Director	01412093
3.	Mr. K. Ramadoss	Director	03230018
4.	Mr. V. Ravichandran	Director	00110086
5.	Mrs. Lalitha Balakrishnanan	Director	02973332

// Certified True Copy //

For **PARRYS SUGR INDUSTRIES LIMITED**

A.K. DORA
COMPANY SECRETAY



murugappa