

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

Regd.Office : Dare House, 234, N.S.C.Bose Road, Parrys Corner, Chennai 600001, India.

Tel : 91.44 25306789 Fax : 91.44. 25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

December 7, 2016

The Dy.General Manager Corporate Relationship,Dept. BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400 001	The Manager-Listing National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor Plot No.C/1, G. Block Bandra-Kurla Complex, Bandra (E) MUMBAI - 400 051
Scrip Code No: 500125	Scrip Code : EIDPARRY

Dear Sir,

**Re: Outcome of the Court Convened Meeting of the Equity Shareholders of the Company and Results**

Pursuant to Order of the Hon'ble High Court of Judicature at Madras, a meeting of the Equity Shareholders of the Company was held on Monday, December 5, 2016 at The Music Academy, New No.168, (Old No.306), TTK Road, Royapettah, Chennai - 600001 at 10.30 A.M.

The Equity shareholders were also provided the option of E-voting. We are attaching the Consolidated results of the physical poll and e-voting.

We wish to inform that the resolution for approval of the Scheme of Amalgamation of Parrys Sugar Industries Limited with E.I.D.- Parry (India) Limited has been passed by the members of the Company with requisite majority.

Thanking you,

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

  
G. Jalaja  
Company Secretary

Encl: a/a

NAME OF THE COMPANY	E.I.D. - PARRY (INDIA) LIMITED
Date of the AGM/EGM-COURT CONVENED MEETING	05-12-2016
Total number of shareholders on record date	41349 AS ON CUT-OFF DATE 28.11.2016
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	59
Public:	607
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for sanction of Scheme of Amalgamation of Parrys Sugar Industries Limited with E.I.D.- Parry (India) Limited							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79577050	0	0.0000	00	0	0.0000	0.0000
	Poll		78953390	99.2163	78953390	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>78953390</b>	<b>99.2163</b>	<b>78953390</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	29112887	14330944	49.2254	14330944	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>14330944</b>	<b>49.2254</b>	<b>14330944</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting	67180961	2320000	3.4534	2320000	0	100.0000	0.0000
	Poll		4826036	7.1836	4825884	152	99.9968	0.0031
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>7146036</b>	<b>10.637</b>	<b>7145884</b>	<b>152</b>	<b>99.9979</b>	<b>0.0021</b>
<b>Total</b>		<b>175870898</b>	<b>100430370</b>	<b>57.1046</b>	<b>100430218</b>	<b>152</b>	<b>99.9998</b>	<b>0.0002</b>



**Consolidated Scrutinizer's Report on the results of the Remote e-voting process and Poll conducted at the Court Convened Meeting of the Equity Shareholders of E.I.D.-Parry (India) Limited held on Monday, the 5<sup>th</sup> December, 2016 at 10.30 A.M. at The Music Academy, New No.168, (Old No.306) T.T.K.Road, Royapettah, Chennai- 600014**

7<sup>th</sup> December, 2016

**Mr. V Ramesh**  
**Chairman appointed for the Meeting**  
**Messrs. E.I.D.-Parry (India) Limited**  
**"Dare House", Parrys Corner**  
**Chennai – 600 001**

Dear Sir,

Ref. : **Court Convened Meeting (CCM) of the Equity Shareholders of Messrs. E.I.D.-Parry (India) Limited**

Sub. : **Consolidated Report of the Scrutinizer on the Remote e-voting and Poll provided for the Court convened Meeting of the Equity Shareholders of the Company held on Monday, 5<sup>th</sup> December, 2016 at 10.30 a.m.**

1. We, M/s. R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by the Managing Director of **Messrs. E.I.D.-Parry (India) Limited** vide letter dated October 25, 2016 as a Scrutiniser for the purpose of scrutinizing :

- i) The Remote e-voting process (electronic voting) held between 1st December, 2016 from 9.00 AM IST to 4<sup>th</sup> December, 2016 till 5.00 PM IST pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations) and
- ii) the Poll conducted at the Court convened Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

On the resolution contained in the Notice dated 28<sup>th</sup> October, 2016 (the Notice) of the Court Convened Meeting of the Equity Shareholders of the Company (the Meeting), held on Monday, the 5<sup>th</sup> December, 2016 at 10.30 a.m. at The Music Academy, New No.168, (Old No.306), T.T.K. Road, Royapettah, Chennai – 600014, for business to be transacted in the matter of Scheme of Amalgamation of Parrys Sugar Industries Limited (Transferor Company) with E.I.D.-Parry (India) Limited (Transferee Company) and their respective shareholders.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the resolution contained in the Notice of the Meeting.

3. The Company had appointed M/s. Karvy Computershare Private Limited ("Karvy"), the Agency authorized under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI LODR Regulations, to provide remote e-voting facility to the Equity Shareholders of the Company from 9:00a.m. IST on 1<sup>st</sup> December, 2016 to 5:00p.m. IST on 4<sup>th</sup> December, 2016.

4. Our responsibility as a scrutinizer for the voting process (by remote e-voting and poll at the Meeting), was restricted to scrutinize the remote e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy and based on the Poll taken at the Meeting.

5. Separate Scrutinizer's Reports have been issued on the remote e-voting and on the poll taken at the Meeting on the resolution contained in the Notice of the Meeting and as reproduced below. We submit a consolidated Scrutinizer's Report on the results of voting by remote e-voting and Poll taken at the Meeting as under:-

To consider and if thought fit, to approve with or without modification(s), the following Resolution under Sections 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Companies Act, 2013, as may be applicable, for approval of the proposed Scheme of Amalgamation of Parrys Sugar Industries Limited ("Transferor

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Company" or "PSIL") with E.I.D.-Parry (India) Limited ( "the Transferee Company" or "Applicant company" or "EID") and their respective shareholders ("Scheme" or "the Scheme"):

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 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), the provisions of the Companies Act, 2013 as may be applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble High Court of Judicature at Madras, Hon'ble High Court of Karnataka at Bengaluru (or National Company Law Tribunal (NCLT) if and when applicable) and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of Parrys Sugar Industries Limited (PSIL) with E.I.D.-Parry (India) Limited (EID) and their respective shareholders ("Scheme") placed before this meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Madras and the Hon'ble High Court of Karnataka at Bengaluru (or National Company Law Tribunal (NCLT) if and when applicable) while sanctioning the Scheme of Amalgamation or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."



(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
76	16650944	655	83779274	<b>100430218</b>	<b>99.9998</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of invalid votes cast
NIL	NIL	1	152	<b>152</b>	<b>0.0002</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	10	1006	<b>1006</b>

**One shareholder holding 2 shares had fully abstained from remote e-voting**

**Based on the aforesaid results, Resolution of the Notice dated October 28, 2016 has been passed by the Equity Shareholders through remote e-voting and poll at the meeting with requisite majority.**


6. In terms of the Notice for the Court Convened Meeting dated October 28, 2016, the shareholders who have already voted through remote e-voting were not entitled to vote at the Court Convened Meeting. As such, votes, if any, cast by the shareholders who had voted at remote e-voting were treated as invalid.



A Compact Disc (CD) containing Electronic data and other relevant records relating to Remote e-voting and ballot papers and other documents relating to poll taken at the meeting has been handed over to the Company Secretary for safe keeping.

**Thanking you,  
Yours faithfully,**

**For R. Sridharan & Associates  
Company Secretaries**

  
**CS R. Sridharan**  
**CP No. 3239**  
**FCS No. 4775**

