



Parrys Sugar Industries Limited

(Formerly GMR Industries Limited)

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

Website: www.parrysugar.in



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Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules 2001

To: The Members of
Parrys Sugar Industries Limited

Notice is hereby given that the following Resolution is circulated for approval of the Members of the Company to be accorded by way of Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

Special Business:

ALTERATION OF 'OBJECTS CLAUSE' OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactments thereof for the time being in force), the Objects Clause III (A) of the Memorandum of Association of the Company be altered in the following manner:

- (i) The existing sub-clauses 1 to 6 and 8 to 14 be deleted.
- (ii) The existing sub-clause 7 be renumbered as sub-clause 1.
- (iii) The following new sub-clauses (number 2 to 6) be inserted after sub-clause 1.
 2. To carry on agri related businesses for the manufacture of sugar, refined sugar, artificial sweeteners, pharma sugar, sugar cubes/sachets, branded sugar, fortified sugar and all value added sugar products and related products, manufacture, extraction and production of bio-diesel, seeds production, distribution, developing various hybrid strains and patenting them, commercial nurseries for cultivation of sugar cane or any other crops used for production of sugar, entail agri research and development activities and collaborations with research institutions and foreign partners for the said purpose and to generally carry out all activities and business as may be needed or incidental for the manufacture of sugar and related products as permitted by law.
 3. To manufacture, trade, buy, sell, exploit or deal in all by-products and products of whatever nature derived from the process of manufacture of sugar and those arising out of the objects specified above.
 4. To produce, import, export, stock or otherwise trade in rectified spirit and alcohol (of all types and descriptions), ethanol and all other products arising out of the manufacturing process for sugar or which is germane to the said object, for sale, distribution, export and import for industrial, human or commercial use or for any other purpose.
 5. To carry on the business of generation of power for captive consumption and supply, sale or export of electric power, whether by the use of bio-mass, bagasse, any other feed stock or from any other substances and to establish, own, manage and maintain power plants, power generators, electricity generating works, factories and other works and conveniences in connection therewith and to generate, use, sell, supply and distribute electricity arising out of the carrying on of the objects specified above.
 6. To manufacture bio-fertilizers and bio-products of all types and descriptions which can be advantageously derived from the by-products derived from the manufacture of sugar and to buy, sell, import, export or otherwise deal in the same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such other acts, deeds, matters and things as may be deemed necessary and settle any or all question(s)/matter(s)/modification(s), if any, arising with respect to the above matter and to take such further steps incidental and ancillary as may be considered desirable to give effect to the above resolution."

By order of the Board of Directors

Place: Bengaluru
Date: 21st January, 2011

B.M.RATH
Company Secretary

NOTES:

1. Explanatory Statement and reasons for the above proposed special business pursuant to Section 173(2) read with Section 192A (2) of the Companies Act, 1956 are annexed hereto.
2. The Board of Directors have appointed Mr.V.Sreedharan, Partner of M/s V.Sreedharan & Associates, Company Secretaries as Scrutiniser for conducting the postal ballot. The scrutinizer will submit his report to the Chairman or any Director of the Company after the completion of the scrutiny of the postal ballots. The results will be announced by the Chairman or any Director of the Company on 25th March 2011 at 3 P.M. at the registered office of the company. The results of the Postal Ballot will also be displayed at the said office and posted on the Company's website www.parrysugar.in besides communicating to the Stock Exchanges where the Company's shares are listed. The date of declaration of the result of postal ballot will be taken to be the date of passing of the resolution.
3. Members are requested to read the instructions printed in the Postal Ballot Form and complete the enclosed Postal Ballot Form with their assent or dissent, and return it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier or By Registered Post at the expenses of the Registered Member will also be accepted. The envelope containing the Postal Ballot should reach V.Sreedharan, Scrutinizer, c/o. Karvy Computershare Pvt. Ltd. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500081 not later than the close of working hours on 21st March 2011.
4. A copy each of the existing Memorandum of Association and a new set of the Memorandum of Association after incorporating the proposed alterations will be available for inspection of the members at the Registered office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 11.00 A.M. and 1.00 P.M.

Explanatory Statement and reasons for the proposed resolution pursuant to Section 173(2) read with Section 192A (2) of the Companies Act, 1956.

As the Shareholders are aware, consequent upon the approval of shareholders and the approval received from the Registrar of Companies Karnataka, Bangalore, the name of the Company has been changed from GMR Industries Limited to Parrys Sugar Industries Limited with effect from 15th November, 2010. Since the main activity in the proposed name is confined and restricted to only sugar industry, the existing sub-clauses from 1 to 6 and from 8 to 14 in the main objects clause III(A) of the Memorandum of Association which are not related to sugar industry are required to be deleted/re-cast. In view of the above, the Company proposes to delete the said sub-clauses 1 to 6 and 8 to 14 and add sub-clauses 2 to 6 under Clause III(A) in the Memorandum of Association which are in consonance with the present name of the Company.

Accordingly, the members' approval is being sought through postal ballot for passing the special resolution as set out above.

Your Directors commend the Special Resolution for approval by the Members by exercising their vote through Postal Ballot.

None of the Directors of the Company is concerned or interested in the said resolution.

By order of the Board of Directors

B.M.RATH
Company Secretary

Place : Bengaluru
Date : 21st January, 2011



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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

SERIAL No.

1. Name(s) of Member(s)
(including joint holders, if any)
(in block letters),

2. Registered address of the sole/
frstnamedmember

3. Registered Folio No.
(*applicable to member(s) holding
Shares in physical form)

DP ID No./Client ID No.**
(*applicable to member(s) holding
Shares in dematerialized form)

4. Number of shares held

I / We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 21st January 2011 by conveying my / our assent or dissent to the said Resolution by placing the tick (u) mark at the appropriate box below:

Description of the Resolution	No. of Shares	Voting	
		I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Resolution under Section 17 of the Companies Act, 1956, for alteration of Object Clause III(A) of the Memorandum of Association			

Place:

Date:

(Signature of the Member)

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the member will also be accepted. No other form or photocopy of the form will be permitted.
2. The self-addressed envelope bears the address of the "Scrutinizer" appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by next named member. Unsigned/Blank Postal Ballot Form will be rejected.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. In the case of Companies, Trusts, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorisation to the person voting on the postal ballot form. In case the Power of Attorney signs the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
6. Duly completed Postal Ballot Form should be sent to **Mr.V.Sreedharan, Scrutinizer, c/o. Karvy Computershare Pvt. Ltd. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 so as to reach him not later than the close of working hours on 21st March 2011.** Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
7. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified in item No 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members on the date of dispatch of the notice.
9. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self addressed business reply envelope and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company will not be able to act on the same.