

*Mahesh C. Pithawalla*

31-03-16

To

National Stock Exchange of India Ltd  
Exchange plaza  
5<sup>th</sup> Floor, Flat No.C / 1 G Block  
Bandra-Kurla Complex  
Bandra East, Mumbai 400 051

BSE Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400001

Re: Ponni Sugars (Erode) Limited.

I herewith attached and submit following documents for transfer of shares:K / DEF

1. ~~FORM C~~  
~~SEBI (Prohibition of Insider Trading) Regulations 2015~~  
~~[Regulation 7(2) read with Regulation 6(2) - Continual Disclosure]~~  
~~Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)~~
2. Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please take the same on record and confirm.

Yours Truly,

*M C Pithawalla*

Mahesh C. Pithawalla

CC: Ponni Sugars (Erode) Limited, Chennai 60009641

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)	Ponni Sugars (Erode) Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mr. Mahesh Chhotobhai Pithawalla		
3. Whether the acquirer belongs to Promoter/Promoter group	Promoter		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE and NSE		
5. Details of the acquisition/disposal/holding of shares / voting rights / holding of the acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<b>Before the acquisition/disposal under consideration, holding of :</b>			
a) Shares carrying voting rights	500466	5.82%	-
b) Voting rights (VR) otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
d) Total (a+b+c)	-	-	-
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	500466	5.82%	-
b) VRs acquired/sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Total (a+b+c)	500466	5.82%	-
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	-	-	-
b) VRs otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Total (a+b+c)	-	-	-
6. Mode of acquisition/sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off-Market		
7. Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	28.03.2016		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 8,59,84,180/-		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 8,59,84,180/-		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 8,59,84,180/-		

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Place: Mumbai  
Date: 31.03.2016

*M C Pithawalla*  
**Mahesh Chhotubhai Pithawalla**  
Signature of the Seller