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J. N. SHARMA & CO.

Annexure 'C'

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Feb 5, 2014

The Board of Directors
PI Industries Limited
5th Floor, Vipul Square, B-Block,
Sushant Lok Phase – I,
Gurgaon - 122 009,
Haryana, India

The Board of Directors
Parteek Finance and Investment Company Limited
145, Tribhuvan Complex, Ishwar Nagar, Mathura Road,
Delhi – 110065

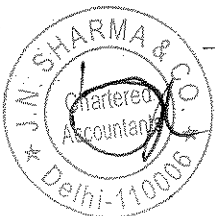
Re: Recommendation of ShareExchangeRatio for the purpose of proposed amalgamation of Parteek Finance and Investment Company Limited with PI Industries Limited

Dear Sirs,

We refer to our appointment for the recommendation of share exchange ratio for the proposed amalgamation of Parteek Finance and Investment Company Limited (hereinafter referred to as "Parteek") with PI Industries Limited (hereinafter referred to as "PIIL"), (hereinafter together referred to as the "Companies") as on Feb 5, 2014 (hereinafter referred to as the "Valuation Date") under a Scheme of Amalgamation (hereinafter referred to as "Scheme"). As per the terms of engagement, we are enclosing our report as part of this letter.

1. SCOPE AND PURPOSE OF THE REPORT

- 1.1. As per our understanding, the Management of Parteek and PIIL are considering a proposal for the amalgamation of Parteek with PIIL pursuant to the provisions of sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding sections of the Companies Act, 2013 (as and when such corresponding sections are notified in the Official Gazette by the Central Government).



- 1.2. Subject to necessary approvals, Parateek would amalgamate with PIIL, with effect from April 1, 2014 (hereinafter referred to as the "Appointed Date"), or such other date that may be fixed or approved by the appropriate authority.
- 1.3. In this connection, JN Sharma & Co has been appointed to recommend a share exchange ratio for the proposed amalgamation of Parateek with PIIL based on the audited accounts of Parateek as on Jan 31, 2014 and subsequent expected events till the Appointed Date.
- 1.4. In the following paragraphs, we have summarized our recommendations of share exchange ratio together with the limitations on our scope of work.

2. BACKGROUND INFORMATION OF PARATEEK AND PIIL

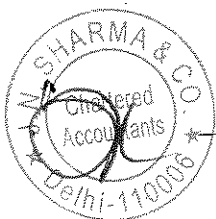
- 2.1 PIIL was incorporated in 1946 and is having its Registered Office in Rajasthan. The shares of PIIL are listed on the Bombay Stock Exchange and the National Stock Exchange. It is engaged in the business of Agri-inputs (manufacturing and distribution of agro chemicals-pesticides, insecticides and herbicides) and Custom Synthesis (in the areas of fine chemicals, agro chemicals and pharmaceutical intermediates).
- 2.2 Parateek, is the holding company of PIIL and as on the Valuation Date holds 7,38,51,390 equity shares of PIIL constituting 54.26% of the fully paid up equity share capital of PIIL. Parateek has its registered office at 145, Tribhuvan Complex, Ishwar Nagar, Mathura Road, Delhi - 110065.

3. RECOMMENDED RATIO

As indicated above, as on the Valuation Date, Parateek has no other activities other than investment in securities of PIIL.

Based on above, in the event of amalgamation of Parateek with PIIL, we recommend a share exchange ratio of 7,38,51,390 fully paid up equity shares of face value of Re 1/- each of PIIL to be issued and allotted to shareholders of Parateek in the proportion of their respective holding in Parateek.

We believe that the above ratio is fair considering that all the shareholders of Parateek will, upon amalgamation, remain ultimate beneficial owner of PIIL in the amalgamated company in the same ratio (inter se) as before amalgamation.



4. SOURCES OF INFORMATION

The sources of information, which have been furnished to us by the Companies, are as under:

- a) Audited financial statements of Parteek and PIIL as on March 31, 2013;
- b) Audited financial statements of Parteek as on January 31, 2014 and projected financial statements of Parteek for the year ended March 31, 2014;
- c) Unaudited financial statements of PIIL as on September 30, 2013;
- d) Draft Scheme of Amalgamation of Parteek with PIIL under section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding sections of the Companies Act, 2013 (as and when such corresponding sections are notified in the Official Gazette by the Central Government).
- e) Other relevant details regarding the Companies such as their history, existing shareholding pattern and other relevant information and data, including information in the public domain.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the management and executives of the Companies.

5. EXCLUSIONS AND LIMITATIONS

- 5.1 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 therein and in the context of the purpose for which it is made.
- 5.2 Our work does not constitute an audit, due diligence or certification of the historical financial statements including the working results of the Companies referred to in this report. We have not investigated or otherwise verified the data provided. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. We assume no responsibility for any errors in the above information furnished by the Companies and their impact on the present exercise.
- 5.3 The recommendation contained herein is not intended to represent the share exchange ratio at any time other than the Valuation Date that is specifically stated in this report.
- 5.4 This report is issued on the understanding that 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 share exchange ratio for the proposed Scheme. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

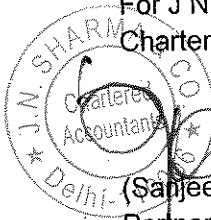


5.5 Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed Scheme.

Thanking you,

Yours faithfully,

For J N Sharma & Co
Chartered Accountants




(Sanjeev K Sharma)
Partner